

DEFERRED COMPENSATION PLAN ANNUAL REPORT

JOHN R. MUMMA

Chairperson

Fire and Police Pensions Participant Representative

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COMPENSATION

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VACANT

Department of Water & Power Active Participant Representative '

LINDA P. LE

Retirement Plan Manager Department of Water and Power Employees' Retirement Plan

WENDY G. MACY

General Manager Personnel Department

BOB **SCHOONOVER**

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PAUL MAKOWSKI

Management Analyst II

MATTHEW VONG

Management Analyst II

CLAUDIA GUEVARA

Clerk Typist

CITY ATTORNEY STAFF

CURTIS KIDDER

Assistant City Attorney

VICKY WILLIAMS

Legal Assištant

NOTE: Margaret Whelan, former General Manager of the Personnel Department, retired in June 2014. Subsequently, David Luther, interim General Manager of the Personnel Department, retired in November 2014. Wendy G. Macy, current General Manager of the Personnel Department, began serving on the Board in December 2014. Mary Higgins, former interim Plan Manager of the DWP Employees' Retirement Plan, served on the Board from May - December 2014. Linda P. Le, current Retirement Plan Manager of the DWP Employees' Retirement Plan, began serving on the Board in January 2015. Eugene Canzano, DWP Active Participant Representative, retired in March 2015.

June 1, 2015

The Honorable Eric Garcetti, Mayor Honorable Council of the City of Los Angeles Deferred Compensation Plan Participants

On behalf of the Board of Deferred Compensation Administration, it is my pleasure to present the 2014 Annual Report for the City of Los Angeles Deferred Compensation Plan ("the Plan"). With over **40,000 participants and \$4.6 billion in assets**, this voluntary supplemental retirement savings Plan is one of the City's great successes in attracting, sustaining and empowering its greatest asset - its employees.

A Plan On a Mission

The mission of the City's Plan is to assist City employees in achieving retirement income security. We recognize that we are uniquely positioned to communicate the value of meeting this objective given the Plan's voluntary nature. Employees must choose not only whether they will participate, but also how much they will save, where those funds will be invested, which tax benefits are most advantageous, and how funds should be withdrawn. Each of these decision points presents opportunities for engagement, raising awareness, and personal financial empowerment.

A Plan With a Vision

We are not content to be average, nor are we satisfied with prior success. Our vision is to maintain ourselves as a premier plan in the universe of governmental defined contribution plans. We pride ourselves on being thought-leaders among our peers, challenging conventional wisdom, and developing cutting-edge programs and services. We continually look for ways to innovate and measure our success.

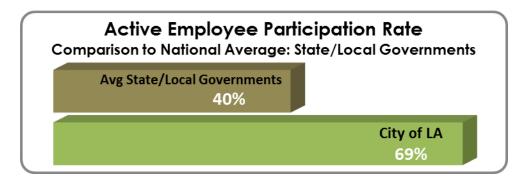
This report highlights some of the most important ways we've reached for and achieved excellence in 2014, and are planning to raise the bar higher in 2015. We recognize excellence is not a destination, but a process. We are, as always, deeply committed to our mission, vision and the success of our participants.

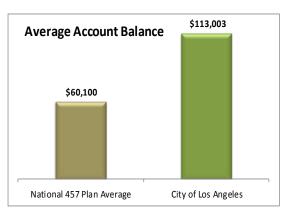
Respectfully submitted,

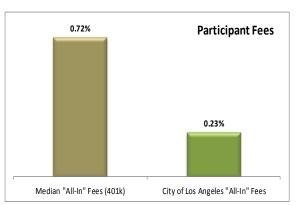
John R. Mumma, Chairperson Board of Deferred Compensation Administration

PARTICIPANT SUCCESS

By most measures, the City's Plan has achieved impressive levels of success relative to its peers. Here are a few samples:







LEADERSHIP AND INNOVATION

The City's Plan has staked out leadership positions in many areas, including:

- ✓ **Auto Enrollment Initiative** In 2014, the City's Plan became the first among California governmental plans to adopt provisions of an auto enrollment program. Implementation for interested employee unions will begin in 2015. This initiative will establish the City as a pioneer in an area widely regarded by academics as a vital component of behavioral economics success.
- ☑ **Retirement Income Projection Calculator** In 2014 the City continued to promote its Retirement Income Projection Calculator, a unique tool for participants to measure progress towards retirement income security. We believe this tool is more focused and provides greater clarity on this topic than most conventional income projection tools used within the retirement industry.
- ☑ **Retiree Loans -** The City's Plan was first among governmental plans to implement this program allowing our retirees to borrow from their accounts without having to undermine their longer-term retirement security.
- ☑ **Roth 457** The City was among the first governmental plans to implement this powerful additional way to save on a tax-advantaged basis.
- ☑ **Streamlined Investment Menu** Unlike many defined contribution plans, the City has streamlined its investment menu with a smaller set of core offerings, empowering our participants to make decisions informed by the participant's personal relationship to risk.

EFFICIENCY AND EXECUTION

In 2014, the City's Board and staff, with the help of the Plan's Investment Consultant, executed an impressive number of investment manager search processes efficiently and with the highest levels of transparency, inclusiveness, and professionalism. Our completed search processes in 2014 included:

- ▶ Banking institutions: FDIC-Insured Savings Account Option
- ▶ Bond Manager: Active
- Small-Cap Manager: Active Growth
- Small-Cap Manager: Active Value
- Mid-Cap Manager: Active Growth
- Mid-Cap Manager: Active Value
- International Manager: Emerging Markets
- International Manager: Developed Markets
- International Manager: Small-Cap
- Passive Fund Manager: Bond
- Passive Fund Manager: Large-Cap
- Passive Fund Manager: Small-Cap
- Passive Fund Manager: Mid-Cap

NATIONAL PRESENCE

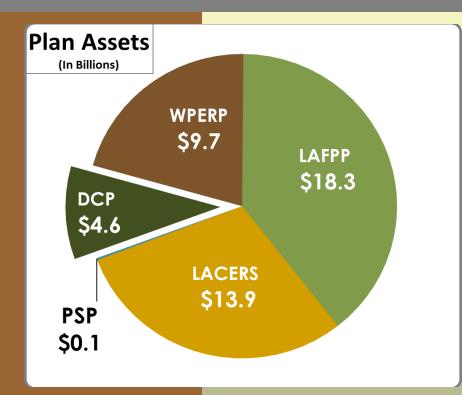
The City participates in a leadership role in the National Association of Government Defined Contribution Administrators (NAGDCA), an association of state and local agencies offering supplemental retirement savings plans. Our Plan Manager serves on the NAGDCA Executive Board and in that capacity is able to assist NAGDCA in:

- Advocating for Federal legislation/regulatory provisions beneficial to governmental defined contribution plan participants
- Developing industry-wide best practices
- Developing new initiatives in benchmarking governmental defined contribution plans

The City's Plan is thus in a position to act both locally and nationally to improve retirement security for government workers.

PLAN OVERVIEW

The City of Los Angeles Deferred Compensation Plan is a tax-advantaged supplemental retirement savings program established in 1983 under Internal Revenue Code (IRC) Section 457 and by City of Los Angeles Administrative Code, Division 4, Chapter 14. Section 457 plans were created by Congress specifically for state and local government entities. All Plan assets are held in trust for the exclusive benefit of participants and their beneficiaries.



City employees accumulated over \$4.6 billion in assets by the end of 2014, a record for the Plan. These funds represent a significant portion of the overall retirement assets

Retirement benefits for City employees are provided as follows: the Los Angeles City Employees' Retirement System (LACERS) is for full-time civilian employees; Los Angeles Fire and Police Pensions (LAFPP) is for full-time sworn employees; the Water and Power Employees' Retirement Plan (WPERP) is for full-time Department of Water and Power employees; the Deferred Compensation Plan (DCP) is for any employee who is also a member of LACERS, LAFPP, or WPERP; and the Pensions Savings Plan (PSP) is for part-time, temporary, and seasonal employees.

Figures for LACERS, LAFPP, & WPERP are from each organization's annual report for fiscal year ending 6/30/14. PSP and DCP figures are as of 12/31/14.

PLAN ADMINISTRATION

The Los Angeles City Council established the Board of Deferred Compensation Administration to provide administrative oversight of the Plan. In support of its fiduciary obligations, the Board administers the Plan, contracts with service providers, and operates the Plan in compliance with applicable Federal/State law. The Personnel Department is responsible for day-to-day management/administration of the Plan.

Measured in assets, the City's Plan is the second largest among the five largest cities (by population) in the United States.

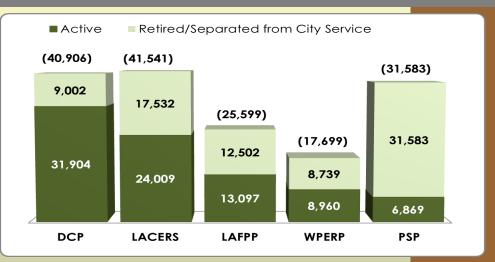


Plan Assets for each City are as reported by each municipality as of 12/31/14



PLAN REVIEW: PARTICIPATION

As a voluntary plan, the Deferred Compensation Plan relies on its marketing and outreach efforts to encourage City e m p I o y e e s to participate. In this area the Plan has experienced tremendous success. At 40,906 participants, the Plan is the second largest of the City's retirement/pension plans.

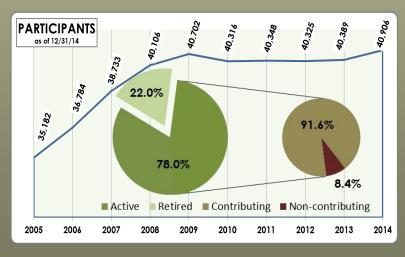


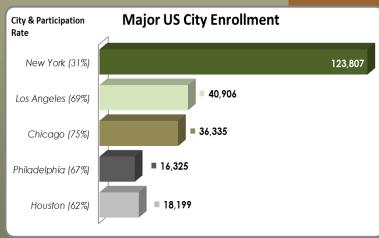
Figures for LACERS, LAFPP, & WPERP are from each organizations' annual report for fiscal year ending 6/30/14. The Pension Savings Plan (PSP) and Deferred Compensation Plan (DCP) figures are as of 12/31/14.

ELIGIBILITY

Any active employee who is a contributing member of one of the City's three primary defined benefit retirement plans is eligible to join the Plan.

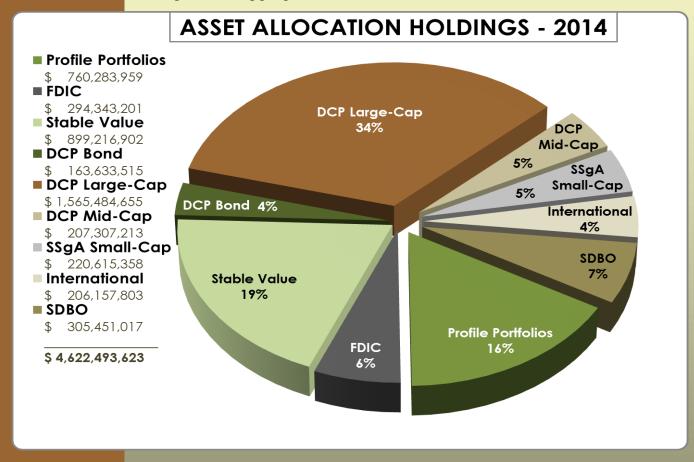
State/local average for 457 Plans derived from National Association of Government Defined Contribution Administrators (NAGDCA) 2014 annual survey





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The City's Plan includes twelve investment options along with a Self-Directed Brokerage Option (SDBO). The chart below shows participant holdings on an aggregate basis.



On a whole, the participant net return for the Plan in 2014 was 6.29%. Individual investment option performance for Calendar Year 2014 is available in the Appendix.

INVESTMENTS

Participants may choose from risk-based assetallocation funds, principal-guaranteed options, bond/equity funds, and a Self-Directed Brokerage Option.



PLAN REVIEW: CONTRIBUTIONS

City employees may contribute up to Federal contribution limits. There are three contribution limits that apply for 2014:

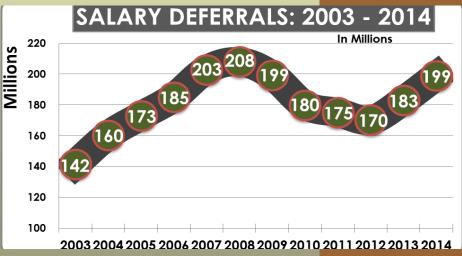


CONTRIBUTIONS

Contributions may be made through payroll deduction on either a tax-advantaged pre-tax or after-tax ("Roth") basis, subject to maximum annual limits as provided for under the Internal Revenue Code.

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Employees deferred \$198,850,318 from their paychecks into the Plan in 2014. In addition, employees rolled in \$51,856,500 of assets.



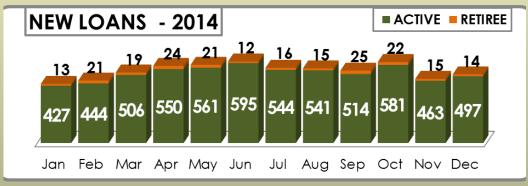


LOAN PROGRAM

The City's Plan offers a loan program allowing participants to borrow funds from their individual accounts and then repay those amounts, with interest. All interest is credited back to the participant's account. Two loan types/terms are permitted: General Purpose (up to 5 years) and Principal Residence (up to 15 years). A participant may have up to two loans outstanding at any given time.

The Loan Program greatly expands the utility of the Plan for participants. Participants can use the funds to help with important items such as home purchase, funding a child's college education, debt consolidation, etc. Because borrowed amounts must be repaid, they are still ultimately retained for the long-term objective of the account, which is retirement income security.

Loans are widely used by Plan participants. As of 12/31/14, 12,762 Plan participants had 20,479 loans outstanding.



The City's Plan introduced a

plan design innovation in 2012 by creating a "Retired Participant Loan Program." This program allows retirees to take loans just as active participants can.

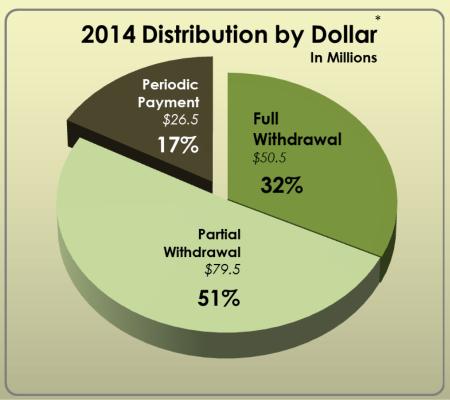
HARDSHIP WITHDRAWAL PROGRAM

The City's Plan also permits hardship withdrawals for participants who are experiencing financial emergencies as defined under Federal guidelines. Most hardship withdrawals are used to prevent eviction or foreclosure. Hardship activity increased markedly following the 2008 financial crisis and remain at high levels until 2013, when there was significant decline, which has continued through 2014.





Upon separation from service, participants have a range of options with respect to their accounts. They can leave their funds in the Plan; begin receivina some form installment payment; take periodic lump sum withdrawals; or roll their accounts over to another tax-advantaged retirement savings plan. Periodic payments are optimal, as they indicate funds are being used to promote long-term retirement income security.



2014 Distribution By Participants

- ▶ 16% of partial withdrawals taken were partial rollovers.*
- ▶ 43% of full withdrawals taken were full rollovers.*
- ▶ 33% of those retired/separated from City service did not take a withdrawal.
- ▶ 2,289 participants are taking a regular periodic payment for their distribution.

*Distribution figures reflected here are limited by withdrawal type for 2014 only. They <u>do not</u> include retiree loan figures, hardship withdrawals, distributions made due to death/beneficiary or QDRO, or rollovers to purchase annuities.

SERVICE PROVIDERS

The Board contracts with a third-party-administrator to provide recordkeeping, enrollment, communications, administrative and trustee services; an investment consultant for investment review and monitoring; investment providers for certain investment options; and other consultants for administrative, regulatory, and communications services.

Key metrics for participant outcomes include the following:

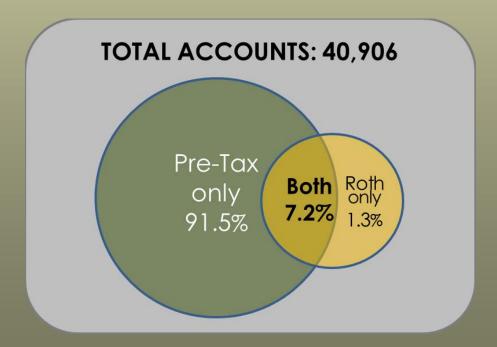
Participation Rate (active employees)	69%
Average Account Balance	\$113,003
Average Annual Contribution Amount	\$6,255
Periodic Payment Elections	2,829

2014 Roll Overs

Roll-Outs \$(72,190,821)

Roll-Ins \$51,856,500

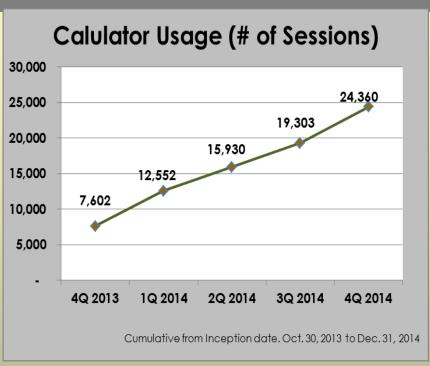
Net Change: <u>\$(20,334,321)</u>



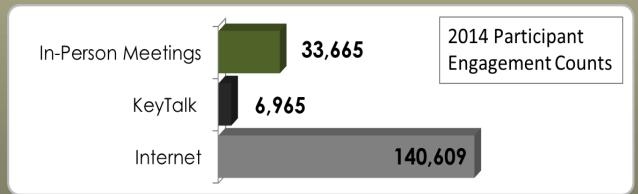


PLAN METRICS: ENGAGEMENT

In 2013 the Plan launched a powerful new tool for Plan participants called the "Retirement Income Projection Calculator." This tool allows participants to input their personal data across various income and savinas sources to identify their projected retirement replacement income percentage upon retirement. From October 30, 2013 to December 31, 2014, the number of times this calculator was utilized exceeded 24.300 sessions.



Engagement is an important metric of Plan success. Whenever a participant engages with the Plan, for whatever purpose, it provides an opportunity for them to engage with the concept of retirement income security more broadly. Key measures of engagement can be found in how often participants are using the automated phone system (KeyTalk®), the Plan website, interacting with our local counselors, and attending meetings. The most valuable form of engagement is personal where an employee/participant has an opportunity to interact with a local counselor. **There are 33,665 of these in-person contacts in 2014.**



Total 2014 Engagements: 181,239

*In-Person Meetings include group sessions as well as visits and phone contacts to local counselors.

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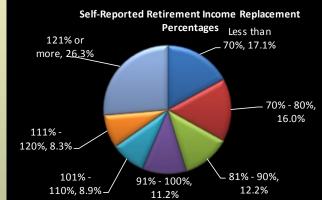
In October of 2014, the Plan administered a special communications campaign concurrent with National Save for Retirement Week, an annual event established by the Federal government designed to encourage retirement savings. The focus of this campaign was two-fold: (1) promoting active employee participant use of the Plan's custom Retirement Income Projection Calculator, and (2) surveying retired Plan participants for their feedback regarding financial and other aspects

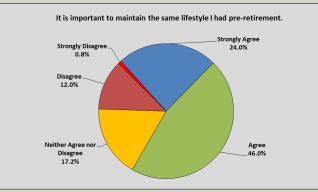
of their retirement experience.

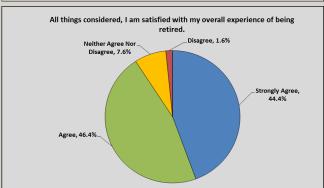
Active Participant Results - Active employee Plan participants were encouraged to use the Retirement Income Projection Calculator and self-report their results. Approximately 1,100 participants completed this exercise. Approximately 2/3 of respondents indicated that they were at a lifestyle income replacement ratio of 80% or higher (see chart).

Retired Participant Results - Retired Plan participants were asked to provide their views with respect to retirement income adequacy and other information related to their overall experience of retirement. Approximately 260 retirees responded to the survey.

The results indicated that wide majorities believed it was important to maintain their lifestyle upon retirement and were satisfied with their overall experience of being retired. Complete survey results are available in published materials prepared for the Board's January and February 2015 meetings.







*Chart above shows results of a October 2014 NSFRW Survey in which 259 retired Plan participants responded.



Cost of Administration

DEFERRED COMPENSATION PLAN YEARLY BUDGET REVIEW	
ADMINISTRATIVE AND OPERATING EXPENSES	
YEAR ENDING 12/31/14 STARTING BALANCE	
Payroll Fee Trust Fund Ending Balance - 12/31/13	\$202,456
Administrative Fee Reserve Fund Balance - 12/31/13	\$2,751,928
Total	\$2,954,384
REVENUES/FEES	
Interest Earnings on Payroll Fee Trust Fund	\$657
Payroll Fee Trust Fund Deposit: Travel	\$0
Payroll Fee Trust Fund Deposit: Salary Reimbursements	\$750,258
Interest Earnings on Administrative Fee Reserve Fund	\$42,820
Revenue from Fees Deducted from Participant Accounts	\$2,510,954
Miscellaneous Credits Tetal Pevenue/Feee	\$3,828
Total Assets (STARTING RALANCE + REVENUE/FEES)	\$3,308,517
TOTAL ASSETS (STARTING BALANCE + REVENUE/FEES)	\$6,262,901
EXPENDITURES	
Participant Administrative Fees Paid to Great-West	(\$1,499,651)
2130 Travel/Training/Education	(\$31,582)
4160 Governmental Meetings	\$ -
6010 Office and Administrative	-
7300 Office Furniture & Equipment	\$ -
Unforeseen Emergency Withdrawal Service	(\$80,500)
Prior Quarter Departmental Staffing Reimbursements	(\$577,548)
Election Administration	(\$41,983)
Consulting Costs	(\$181,635)
Special Mailing/Marketing Expenses	(\$65,382)
GWRS Quarterly Fee - Asset Allocation Fund Management	(\$57,000)
Wells Fargo Custodial Fees	(\$5,000)
TOTAL EXPENDITURES	(\$2,540,281)
ENDING BALANCE	
Actual Payroll Fee Trust Fund Ending Balance (12/31/14)	\$19,776
Actual Administrative Fee Reserve Fund Ending Balance (12/31/14)	\$2,822,682
Actual Total Balance as of 12/31/13	\$2,842,458
Encumbrances/Liabilities	
Departmental Staffing Reimbursements: 09/30/14	(\$184,728)
Departmental Staffing Reimbursements: 12/31/14	(\$170,264)
Total Liabilities	(\$354,992)
ACTUAL TOTAL BALANCE AS OF 12/31/13	\$2,487,466

Historical Revenues & Expenditures

		V = "					
		Year Ending				1	
Starting Balance		12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013*	
	Payroll Fee Trust Fund Balance	214,597	28,537	134,375	527,626	18,441	
	Administrative Fee Reserve Fund Balance	3,582,738	3,473,506	3,778,355	2,820,011	2,628,075	
	Total Starting Balance	3,797,335	3,502,043	3,912,730	3,347,637	2,646,516	
Rev	enues/Fees						
	Interest	138,786	111,652	91,235	76,090	55,338	
	Revenue from Fees Deducted from Participant Accounts	1,892,270	2,075,698	2,158,756	2,222,921	2,359,530	
	Credits and Adjustments	128,960	46,791	105,787	52,643	873,212	
	Total Revenues/Fees	2,160,017	2,234,141	2,355,778	2,351,654	3,288,080	
	TOTAL ASSETS (Starting Balance + Revenues/Fees)	5,957,352	5,736,184	6,268,508	5,699,291	5,934,596	
Exp	enditures						
	Participant Admin Fees Paid to GWRS	(1,604,608)	(1,609,935)	(1,602,739)	(1,518,543)	(1,493,450)	
	2130 Travel/Training/Education	(18,004)	(27,030)	(23,281)	(20,980)	(73,269)	
	4160 Governmental Meetings	0	0	0	0	0	
	6010 Office and Administrative	(585)	0	(600)	(6,482)	0	
	Staffing Reimbursements	(668,889)	(301,098)	(644,053)	(564,975)	(627,434)	
	Consultant Costs	(116,327)	(24,431)	(165,017)	(71,951)	(139,584)	
	Election Administration and Special Marketing	(9,201)	0	(25,690)	(8,253)	(15,000)	
	GWRS Asset Allocation Fund Management	(31,500)	(36,000)	(36,000)	(75,404)	(57,000)	
	GWRS Hardship Admin (aka Unforseen Emergency With-	(81,000)	(103,250)	(113,750)	(123,500)	(102,500)	
	drawal Service) Wells Fargo Custodial Fees				(8,250)	(5,000)	
	·	-	-	-	, , ,		
	Total Expenditures	(2,530,114)	(2,101,743)	(2,611,130)	(2,398,338)	(2,513,237)	
End	ing Balance						
	Actual Payroll Fee Trust Fund Ending Balance	28,537	134,375	527,626	18,441	202,456	
	Actual Admin Fee Reserve Fund Ending Balance	3,473,506	3,778,355	2,820,011	2,632,208	2,751,928	
	Total Ending Balance	3,502,043	3,912,730	3,347,637	2,650,649	2,954,384	
Encumbrances/Liabilities							
	Staffing Requirements	(277,287)	(514,971)	(277,272)	(303,378)	(369,771)	
Tota	l Assets Less Liabilities	3,149,951	3,119,470	3,380,106	2,997,575	2,584,613	

2014 Annual Returns

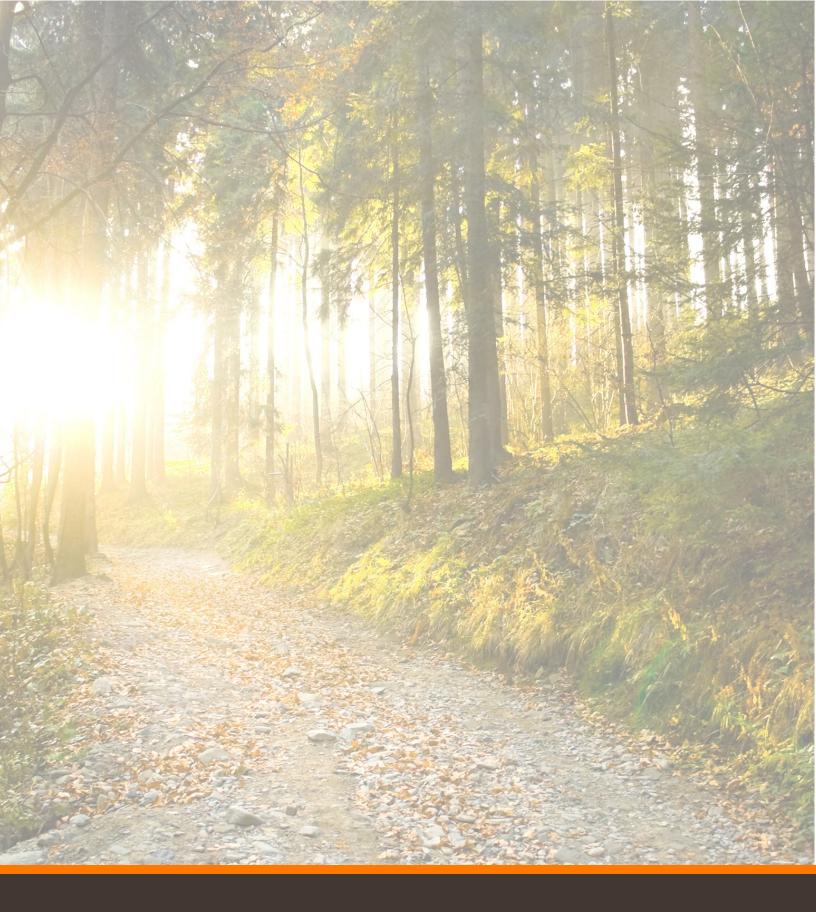
Average Annualized Returns as of December 31, 2014									
Variable Investment Option	YTD/ 1-Year	3 Year	5 Year	10 Yrs/Since Inception	Expense Ratio				
FDIC-Insured Savings Option	0.38%	0.41%	0.41%	0.42%	N/A				
DCP Stable Value Option	1.82%	2.32%	2.76%	3.66%	0.28%				
Profile Portfolios									
Ultra-Conservative	3.90%	4.77%	5.16%	4.65%	0.25%				
Conservative	4.56%	7.63%	7.02%	5.44%	0.24%				
Moderate	5.97%	11.78%	9.66%	6.28%	0.20%				
Aggressive	6.01%	13.97%	10.94%	6.41%	0.19%				
Ultra-Aggressive	6.04%	16.17%	12.19%	5.87%	0.18%				
DCP Bond	4.83%	N/A	N/A	2.65%	0.26%				
DCP Large-Cap	13.68%	20.40%	15.45%	7.70%	0.02%				
DCP Mid-Cap	13.79%	21.31%	17.08%	9.52%	0.06%				
SSgA Small Cap	4.90%	19.15%	15.47%	7.56%	0.06%				
Fidelity International Fund	-3.20%	13.11%	6.47%	5.11%	0.91%				
Deutsche EAFE International Fund	-5.84%	10.65%	5.02%	4.15%	0.50%				

Participation By Department (currently contributing only)

	Eligible	Contrib.	Contrib.	Current	Current	Contrib.	%	#
Department Name	1/14	1/14	% 1/14	Eligible 1/15	Contrib. 1/15	% 1/15	Change	Change
AIRPORTS	3,402	1,739	51.12%	3,367	1,757	52.18%	1.07%	18
ANIMAL SERVICES	324	153	47.22%	315	144	45.71%	-1.51%	-9
AGING	38	24	63.16%	35	25	71.43%	8.27%	1
BUILDING & SAFETY	763	414	54.26%	802	427	53.24%	-1.02%	13
CAO	107	78	72.90%	114	85	74.56%	1.66%	7
CITY ATTORNEY	824	536	65.05%	880	570	64.77%	-0.28%	34
CITY CLERK	106	68	64.15%	102	72	70.59%	6.44%	4
CITY ETHICS	21	14	66.67%	22	13	59.09%	-7.58%	-1
CONTROLLER	144	114	79.17%	160	119	74.38%	-4.79%	5
CONVENTION CENTER	13	9	69.23%	12	6	50.00%	-19.23%	-3
COUNCIL	349	78	22.35%	363	95	26.17%	3.82%	17
CULTURAL AFFAIRS	47	20	42.55%	47	20	42.55%	0.00%	0
DEPT ON DISABILITY	17	7	41.18%	17	8	47.06%	5.88%	1
DWP	8,913	5,670	63.61%	9,865	5,783	58.62%	-4.99%	113
ECONOMIC & WORKFORCE DEVELOPMENT	164	90	54.9%	149	80	53.69%	-1.19%	-10
EL PBLO LA HIST MNT AUT	16	4	25.00%	16	4	25.00%	0.00%	0
EMERGENCY MGMT. DEPT	21	14	66.67%	22	16	72.73%	6.06%	2
EMPLOYEE RELATIONS	3	1	33.33%	2	1	50.00%	16.67%	0
FINANCE	333	224	67.27%	319	213	66.77%	-0.50%	-11
FIRE - FIREFIGHTERS	3,148	2,830	89.90%	3,167	2,826	89.23%	-0.67%	-4
FIRE CIVILIAN	295	171	57.97%	293	173	59.04%	1.08%	2
GENERAL SERVICES	1,427	609	42.68%	1,393	613	44.01%	1.33%	4
HARBOR	943	605	64.16%	928	617	66.49%	2.33%	12
HOUSING & COMMUNITY INVESTMENT	599	363	60.6%	581	357	61.45%	0.84%	-6
ITA	467	334	71.52%	452	324	71.68%	0.16%	-10
LACERS	126	100	79.37%	133	104	78.20%	-1.17%	4
LIBRARY	1,047	323	30.85%	1,073	331	30.85%	0.00%	8
MAYOR	148	29	19.59%	157	33	21.02%	1.42%	4
NEIGHBORHOOD EMPOWER.	24	14	58.33%	23	14	60.87%	2.54%	0
PENSIONS	108	73	67.59%	112	79	70.54%	2.94%	6
PERSONNEL C S 1	460	324	70.43%	482	333	69.09%	-1.35%	9
PLANNING	243	160	65.84%	254	157	61.81%	-4.03%	-3
POLICE OFFICERS	9,693	8,235	84.96%	9,854	8,315	84.38%	-0.58%	80
POLICE CIVILIAN	2,943	1,909	64.87%	2,812	1,870	66.50%	1.63%	-39
PUBLIC WORKS	4,599	2,447	53.21%	4,583	2,488	54.29%	1.08%	41
RECREATION & PARKS	3,099	674	21.75%	3,085	719	23.31%	1.56%	45
TRANSPORTATION	1,616	787	48.70%	1,590	782	49.18%	0.48%	-5
LOS ANGELES ZOO	218	85	38.99%	219	96	43.84%	4.84%	11
TOTALS>	46,808	29,329	62.66%	47,800	29,669	62.07%	-0.59%	340

Convention Center is a former City Department currently under private management and still contains a limited number of City employees.

Plan participation rate of 69% is higher than the contribution rate of 62% because the former number includes all current employees with accounts.



Board of Deferred Compensation Administration

Personnel Department—Employee Benefits Division 200 North Spring Street, Room 867 Los Angeles, CA 90012