CITY OF LOS ANGELES

DEFERRED COMPENSATION PLAN

QUARTERLY REPORT FIRST QUARTER 2013

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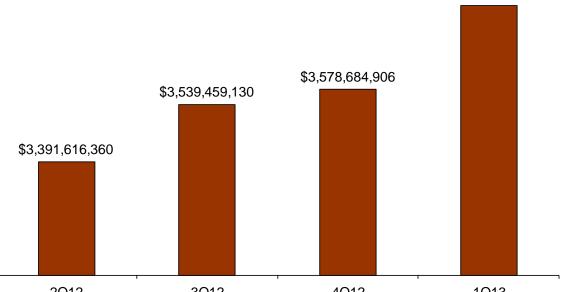


Plan Overview



Assets





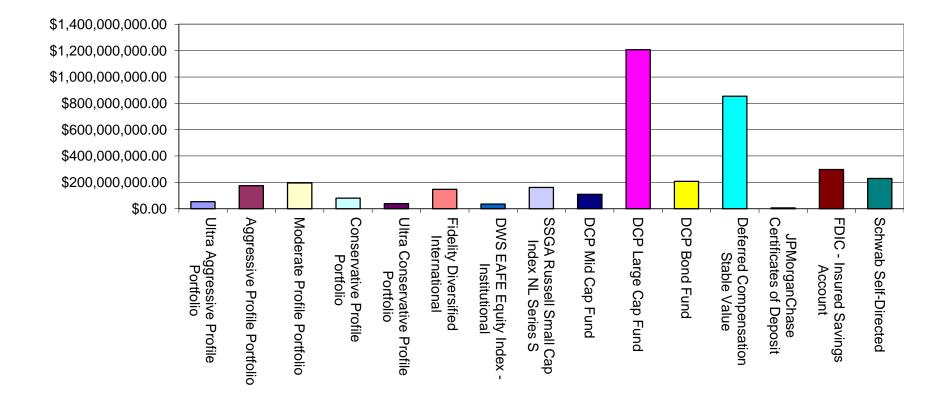
2Q12	3Q12	4Q12	1Q13	
Net Asset Change	2Q 2012	3Q 2012	4Q 2012	1Q 2013
Beginning Balance	\$3,422,999,275	\$3,391,616,360	\$3,539,459,130	\$3,578,684,906
Deposits	\$87,126,978	\$70,734,867	\$72,190,565	\$87,647,714
Net Transfers	\$306,500	(\$41,600)	(\$143,910)	\$49,610
Fees	(\$549,163)	(\$635,353)	(\$557,342)	(\$663,880)
Distributions	(\$57,341,889)	(\$52,789,597)	(\$57,363,798)	(\$68,926,195)
Change in Value	(\$61,414,071)	\$130,489,566	\$21,763,314	\$196,353,452
Interest/Dividends	\$488,730	\$84,887	\$3,336,946	\$254,479
Ending Balance	\$3,391,616,360	\$3,539,459,130	\$3,578,684,906	\$3,793,400,087
Outstanding Loans	\$142,992,486	\$142,477,967	\$150,252,064	\$149,215,032
Total Assets Including Loans Outstanding	\$3,534,608,846	\$3,681,937,097	\$3,728,936,970	\$3,942,615,119
Total Assets in Ending Balance As Roth Balances	\$3,147,055	\$4,360,755	\$5,609,571	\$7,328,598

\$3,793,400,087

4

Quarter End Assets

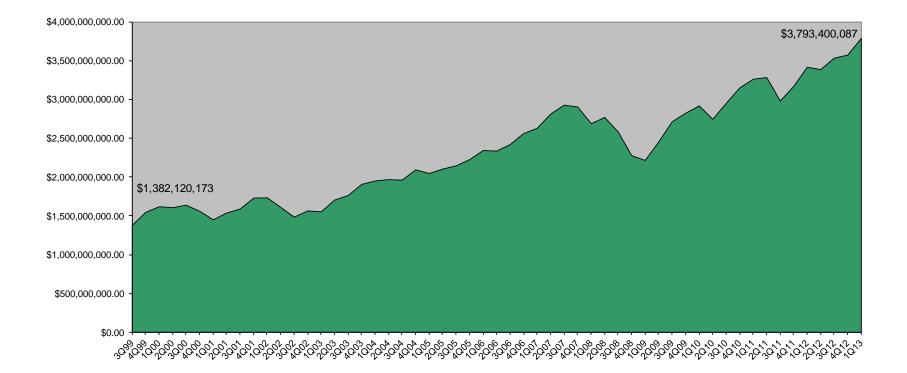




Total Assets =\$ 3,793,400,087 Details on page 38

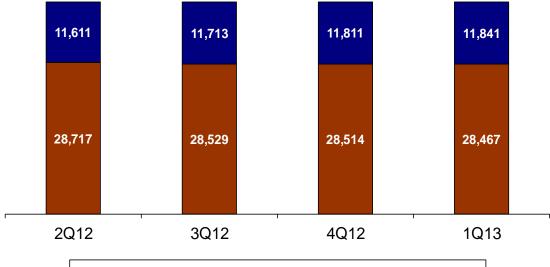
Historical Assets





Quarter End Participants



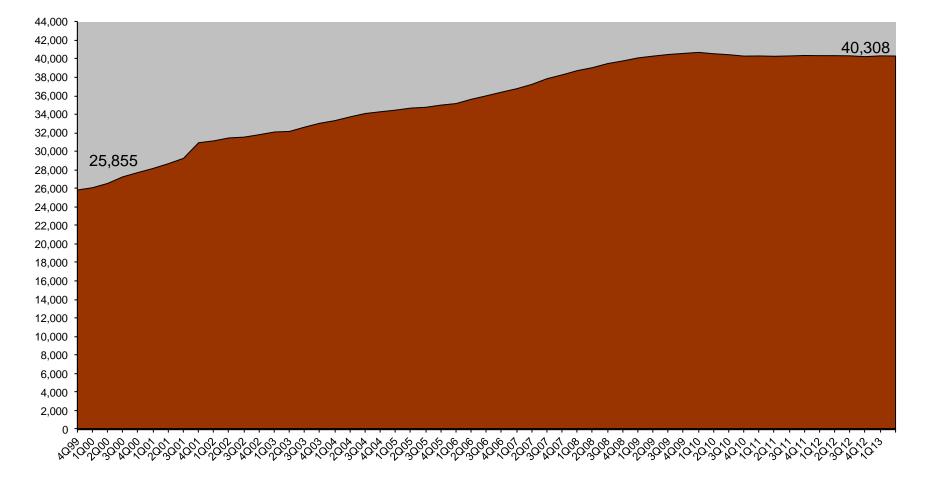


Contributing Participants Non-Contributing Participants

	2Q12	3Q12	4Q12	1Q13
Contributing Participants	28,717	28,529	28,514	28,467
Non-Contributing Participants	11,611	11,713	11,811	11,841
Total Participants	40,328	40,242	40,325	40,308
New Participants Added	227	160	229	215
Average Bi-Weekly Deferral for the quarter	\$375	\$320	\$353	\$339
Median Account Balance	\$37,898	\$39,716	\$40,266	\$42,497
Participants contributing to Roth source	1,012	1,150	1,210	1,484
Average Roth Deferral for the quarter	\$196	\$153	\$168	\$155

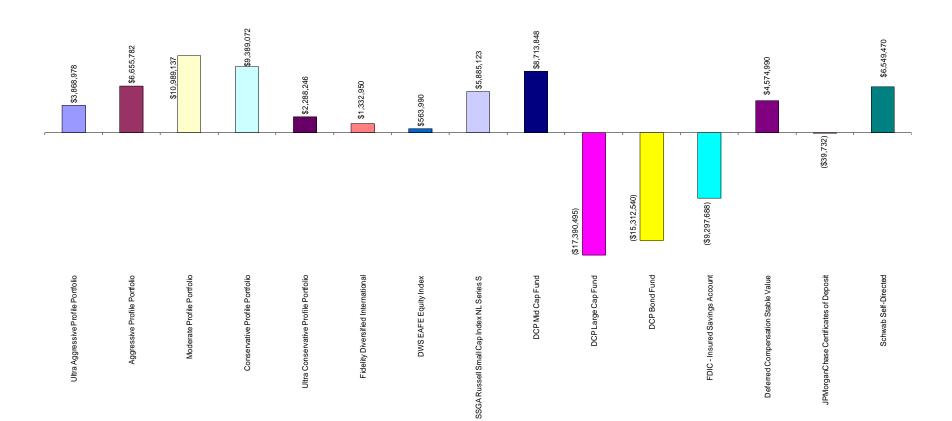
Historical Participants





Net Cash Flow Detail can be found on page 40

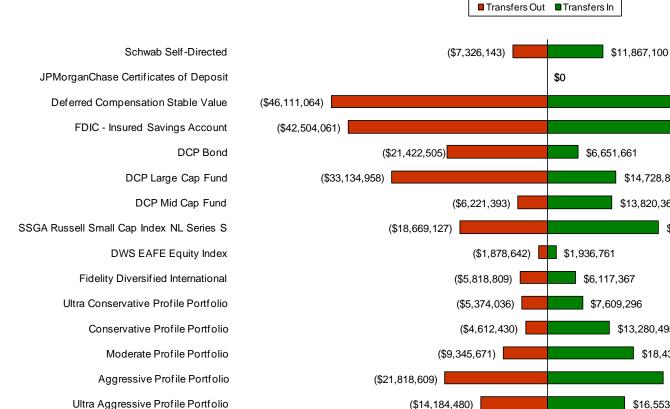
Net Cash Flow

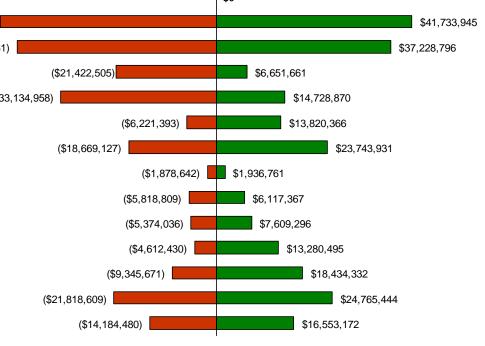




Participant Transfer Activity

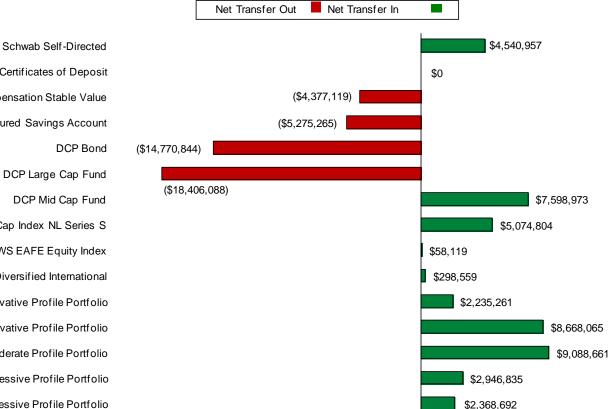






Net Transfer Activity





JPMorganChase Certificates of Deposit

Deferred Compensation Stable Value

FDIC - Insured Savings Account

DCP Bond

DCP Large Cap Fund

DCP Mid Cap Fund

SSGA Russell Small Cap Index NL Series S

DWS EAFE Equity Index

Fidelity Diversified International

Ultra Conservative Profile Portfolio

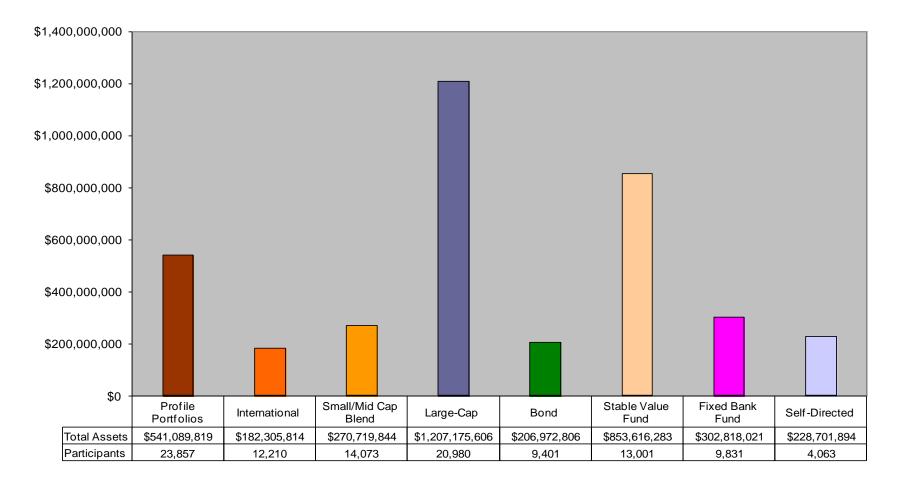
Conservative Profile Portfolio

Moderate Profile Portfolio

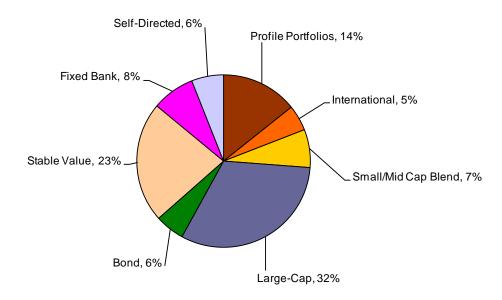
Aggressive Profile Portfolio

Ultra Aggressive Profile Portfolio

Asset Allocation by Asset Class

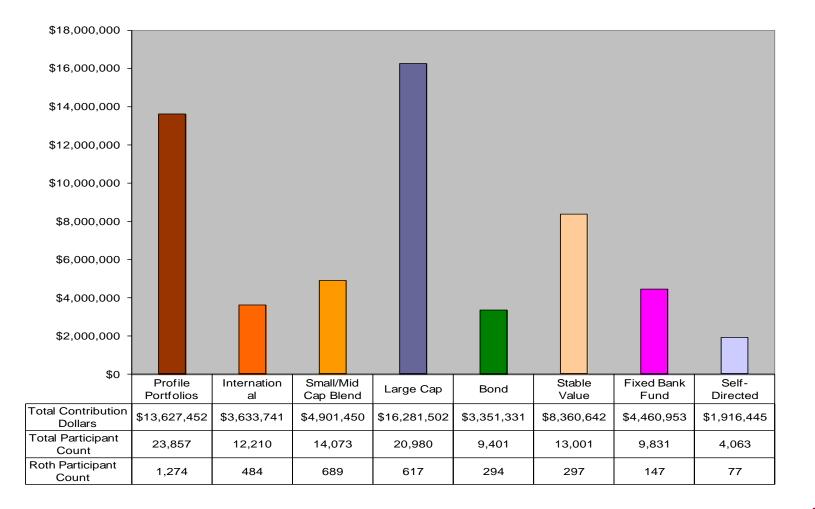


Asset Allocation by Asset Class as Percent of Total



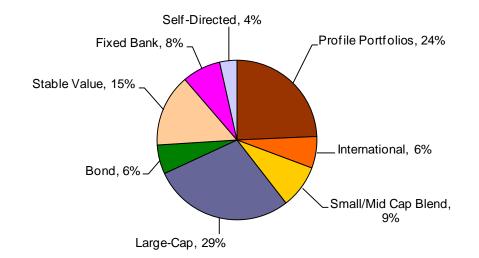
	Profile		Small/Mid					
	Portfolios	International	Cap Blend	Large-Cap	Bond	Stable Value	Fixed Bank	Self-Directed
at 06/30/12	12.4%	4.5%	6.3%	32.3%	6.3%	23.5%	9.0%	5.7%
at 09/30/12	12.9%	4.6%	6.3%	32.2%	6.2%	23.2%	8.6%	6.0%
at 12/31/12	13.4%	4.8%	6.3%	31.0%	6.2%	23.6%	8.7%	6.0%
at 03/31/13	14.3%	4.8%	7.1%	31.8%	5.5%	22.5%	8.0%	6.0%

Contribution Allocation by Asset Class



Contribution Allocation by Asset Class by Pct of Total

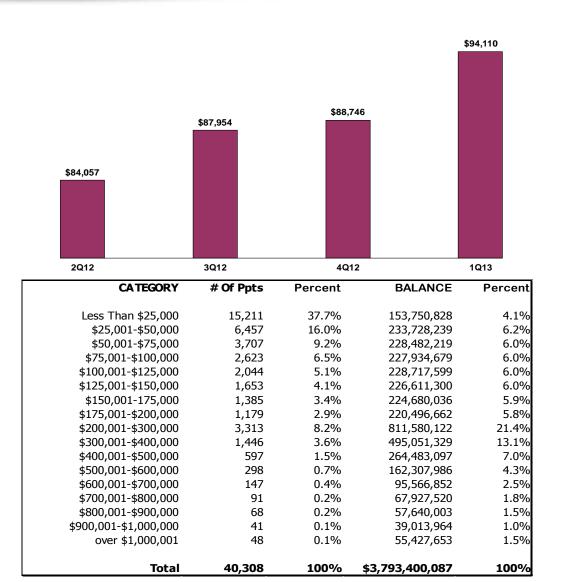




	Profile		Small/Mid					
	Portfolios	International	Cap Blend	Large-Cap	Bond	Stable Value	Fixed Bank	Self-Directed
at 06/30/12	22.2%	6.3%	8.5%	30.0%	6.6%	14.8%	8.2%	3.4%
at 09/30/12	22.9%	6.2%	8.6%	29.8%	6.4%	14.6%	8.2%	3.3%
at 12/31/12	24.1%	6.3%	8.7%	29.4%	6.2%	14.0%	7.9%	3.4%
at 03/31/13	24.3%	6.4%	8.8%	28.6%	5.9%	14.7%	7.8%	3.5%

Average Account Balance



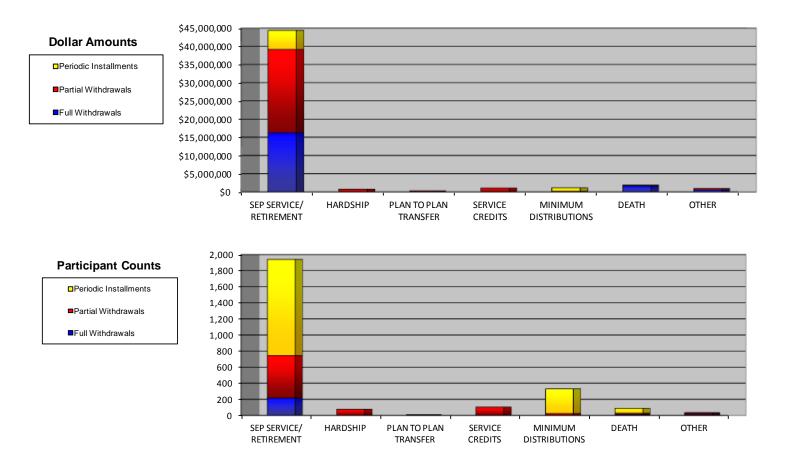




Administrative Overview



Distributions by Dollar and Ppt



Full details regarding distributions (including loan information) are found on the next page.

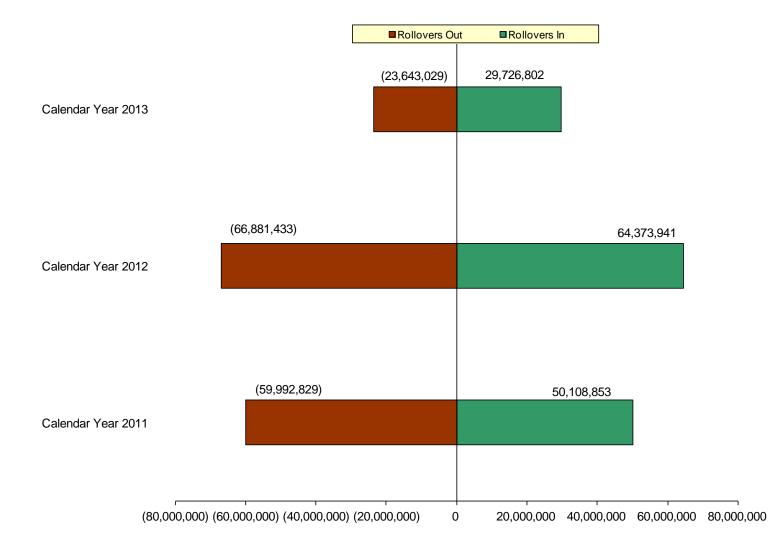
Distribution Detail



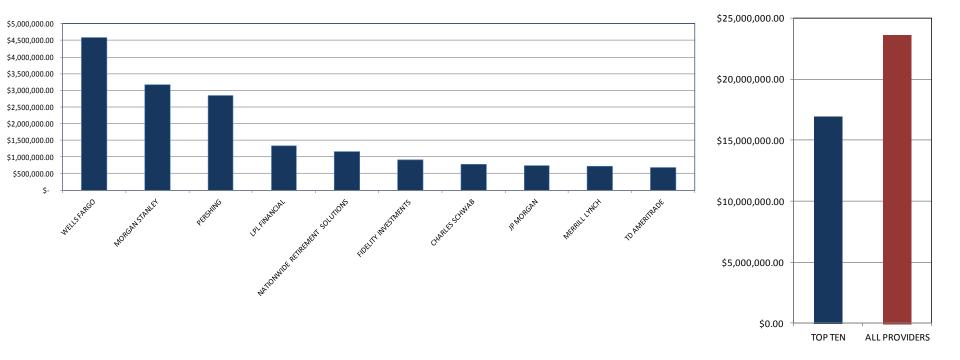
FULL DISTRIBUTIONS	Distribution Amounts	Percent	Participant Count	Percent	Average Withdrawal
TOTALS	\$18,334,356.91	100.0%	240	100.0%	\$76,393.15
CEDO/QDRO	499,047.76	2.7%	11	4.6%	45,367.98
DEATH	1,576,848.35	8.6%	13	5.4%	121,296.03
DEMINIMUS	0.00	0.0%	0	0.0%	n/a
HARDSHIP	0.00	0.0%	0	0.0%	n/a
PLAN TO PLAN TRANSFER	0.00	0.0%	0	0.0%	n/a
RETIREMENT	11,940,981.62	65.1%	159	66.3%	75,100.51
SEP SERVICE	4,317,479.18	23.5%	57	23.8%	75,745.25
PARTIAL DISTRIBUTIONS			÷		
TOTALS	\$44,164,380.09	100.0%	2,215	100.0%	\$19,938.77
CEDO/QDRO	361,624.56	0.8%	16	0.7%	22,601.54
DEMINIMUS	0.00	0.0%	0	0.0%	n/a
DEATH	101,113.28	0.2%	13	0.6%	7,777.94
HARDSHIP	742,546.88	1.7%	76	3.4%	9,770.35
LOAN	18,554,793.52	42.0%	1,443	65.1%	12,858.48
MINIMUM DISTRIBUTIONS	155,232.21	0.4%	23	1.0%	6,749.23
PLAN TO PLAN TRANSFER	291,764.23	0.7%	8	0.4%	36,470.53
RETIREMENT	21,131,906.64	47.8%	476	21.5%	44,394.76
SEP SERVICE	1,770,268.01	4.0%	53	2.4%	33,401.28
EXTERNAL TRANSFERS	30,641.85	0.1%	2	0.1%	15,320.93
SERVICE CREDITS	1,024,488.91	2.3%	105	4.7%	9,757.04
PERIODIC INSTALLMENTS					
TOTALS	\$6,427,458.22	100.0%	1,566	100.0%	\$4,104.38
CEDO/QDRO	22,834.61	0.4%	4	0.3%	5,708.65
DEATH	207,372.39	3.2%	60	3.8%	3,456.2
MINIMUM DISTRIBUTIONS	933,898.98	14.5%	307	19.6%	3,042.02
RETIREMENT	5,248,352.24	81.7%	1,194	76.2%	4,395.60
70 1/2 INSER	15,000.00	0.2%	1	0.1%	15,000.00

Rollovers Out & Into the Plan





Rollovers to IRA Summary by Top Ten Providers by Dollars



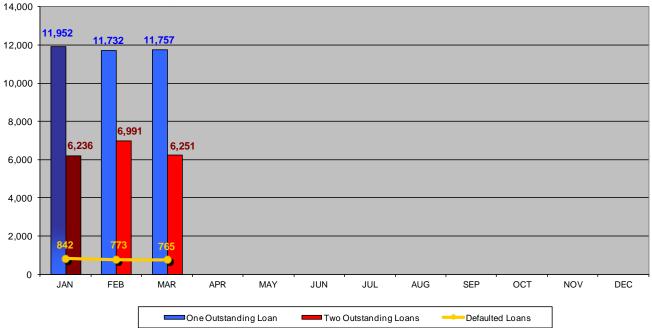
6,000

Loan Balance Details for Active Loans

Total Balance of Outstanding Loans as of March 31, 2013: \$149,215,032.12 Average Balance of Outstanding Loans as of March 31, 2013: \$8,292.03 Total Balance of Defaulted Loans as of March 31, 2013: \$4,897,756.60 Loan Balance Details for Retiree Loans Total number of retiree loans: 116 New number of retiree loans added during the guarter: 54

- - Total number of converted loans: 41
- New number of converted loans added during the quarter: 33

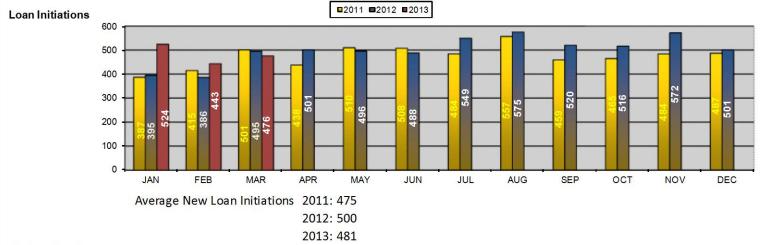
Loan Overview



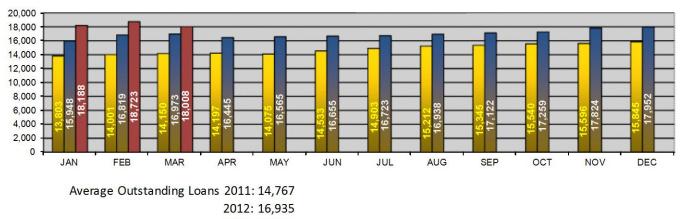


Loan Highlights by Year



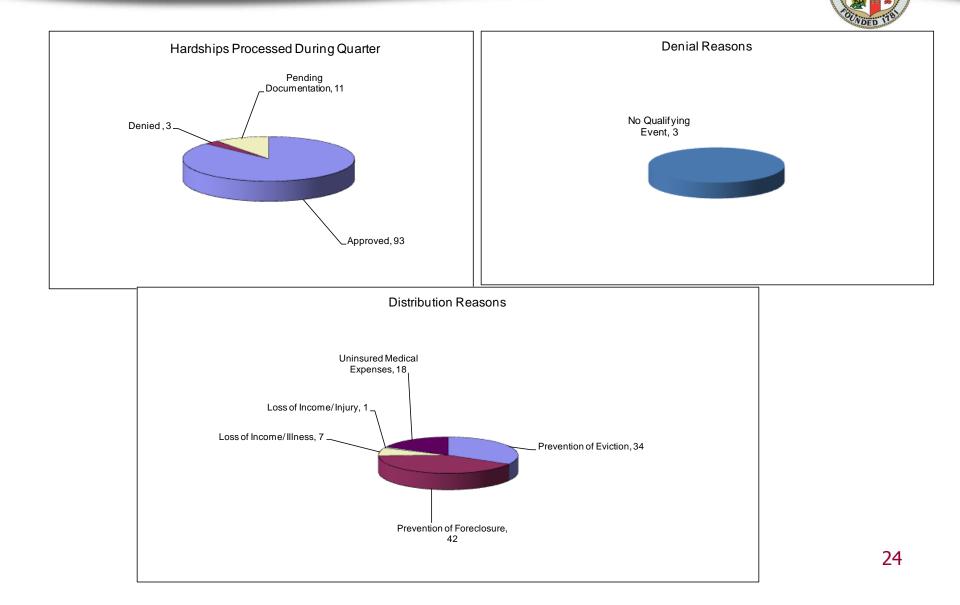


Outstanding Loans



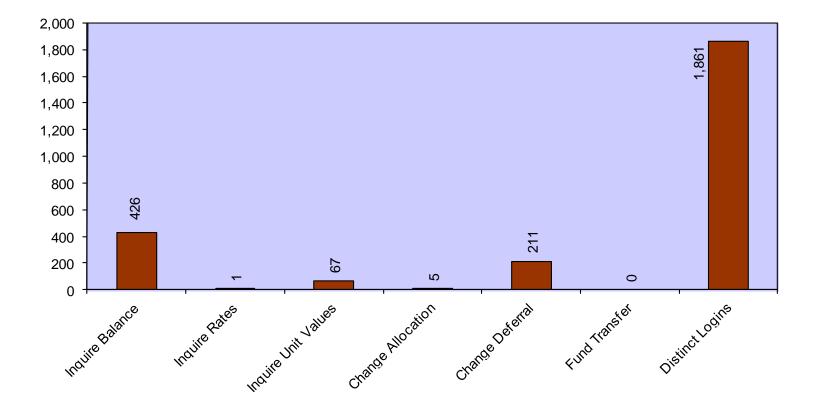
2013: 18,306

Hardships



Keytalk® Statistics

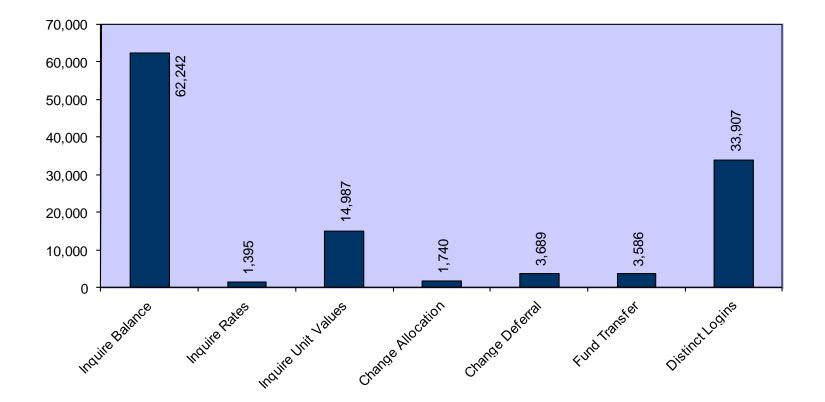




Total Logins Keytalk: 12,102

Internet Statistics





Total Logins Internet: 223,339 Average Logins Internet Monthly: 74,446 Average Distinct Users Monthly: 11,260

Online Statement Delivery Statistics

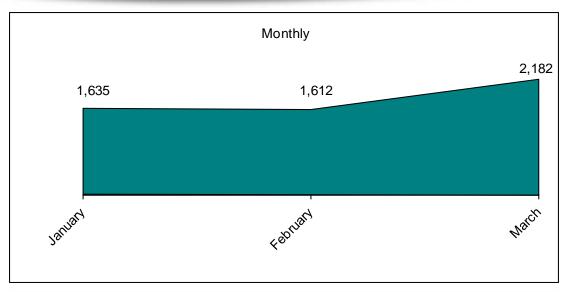
Quarter Ending	Online Statements	Total Statements	Percentage Utilization
12/31/2011	2,369	40,348	5.87%
3/31/2012	2,348	40,566	5.79%
6/30/2012	2,918	40,582	7.19%
9/30/2012	2,956	40,494	7.30%
12/31/2012	3,003	40,392	7.43%
3/31/2013	4,014	40,550	9.90%

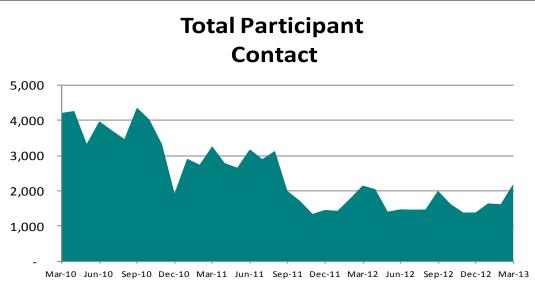


Local Office Activity



Total Participant Contact

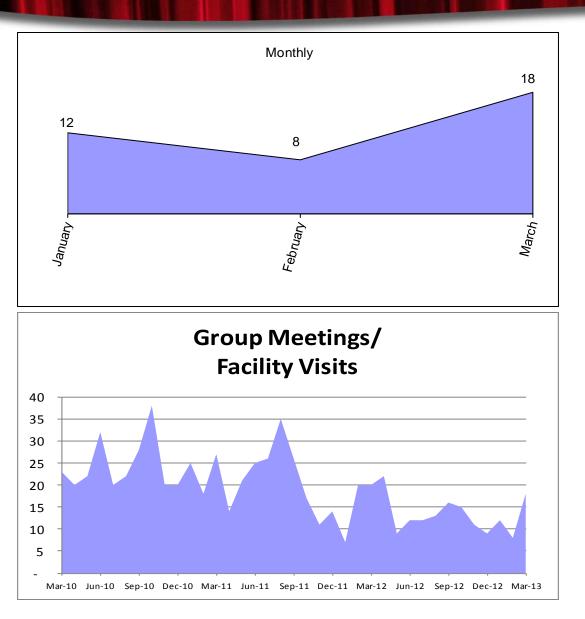




- 1st Quarter
 - Talked or met with over 5,400 participants.
 - Popular topics: 2013
 Contribution Calculations,
 Distribution Requests, Loans
 (Active and Retiree), DROP
 Roll-In's, and Accrued Leave.

Participant contact is total number of employees and participants that we have talked with either in person or over the phone through group meetings and individual counseling sessions.

Number of Meetings/Facility Visits



- Topics
 - Table Service at DWP, Harbor Department, PW Sanitation with NEO's at Police and DWP.
 - Visits to LACERS Retirement Presentations, DWP Retirement Presentations, and visits to various Fire Stations regarding DROP.

This number includes table service, group meetings and educational seminars.

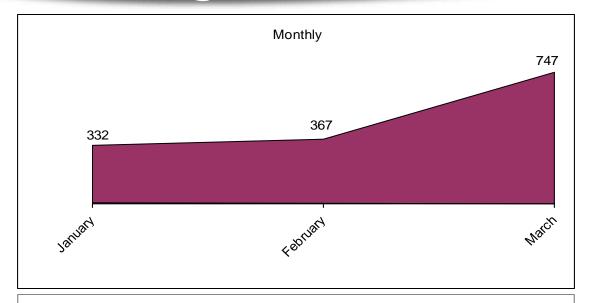
Type of Meetings-Year-To-Date 11 10 8 4 3 2 Mid Career New Employee Plan Update Table Service DROP Retirement Orientation

Group Meetings by Department-YTD



Department 🛃	Meetings	Attendees	Individual Sessions	Enrollments
DWP	19	766	326	95
Fire	1	7	7	0
Harbor	2	50	50	10
LACERS	7	249	71	1
LAPPL	1	215	57	3
Mayor	1	35	11	3
Personnel	4	32	32	3
Police	2	69	50	36
PW-Sanitation	1	23	23	2
Grand Total	38	1,446	627	153

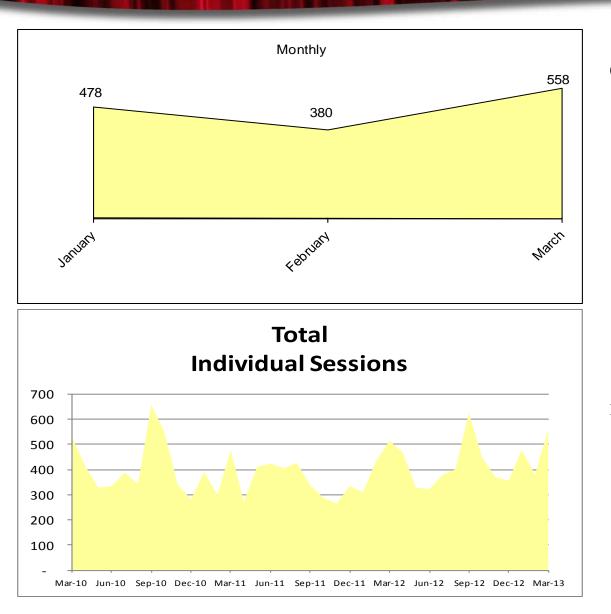
Number of Attendees at Group Meetings



Group Attendees

- DWP
 - New Employee Orientations at JFB and Sun Valley
 - Large amount of attendees at Retirement Presentations and Mid-Career Presentations.
- Harbor Department
 - Great Turnout at quarterly visit to their Administration Building.
- LAPPL
 - Great Attendance at annual delegates meeting.

Individual Counseling Sessions

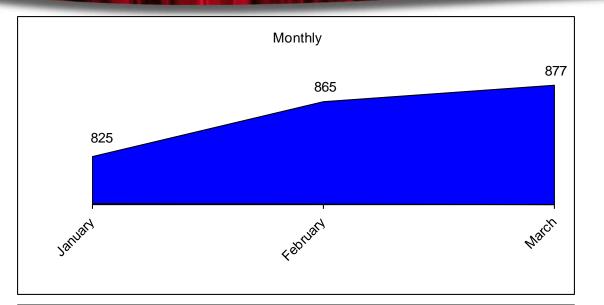


Counseling Session Topics

- Loans (Active & Retiree)
- Distribution Counseling
- 2013 Contribution Changes
- DROP
- Roth
- Accrued Leave

Individual counseling sessions include counseling conducted at City Hall, and any other location, such as at table service.

Local Office Phone Calls



Local Phone Calls

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Local Office Calls

• Local office averaging just over 470 calls a month

City Hall Service Center

- Steady volume just above 370 calls a month
- 2013 Contribution Changes
- Catch-Up Enrollments
- Retiree Loan Requests
- Catch-Up enrollments
- Distribution Requests



Appendix



Asset Distribution



Asset Class/Fund Name	at	06/30/12		at	09/30/12			at 12/31/12		a	1 03/31/13	
	Amount	РСТ	Accounts	Amount	РСТ	Accounts	Amount	РСТ	Accounts	Amount	РСТ	Accounts
Profile Portfolios												
Ultra Aggressive Profile Portfolio	\$36,536,769	1.1%	2,474	\$38,748,781	1.1%	2,918	\$44,629,032	1.2%	2,918	\$52,445,585	1.38%	3,294
Aggresive Profile Portfolio	\$137,245,367	4.0%	8,044	\$151,715,332	4.3%	8,398	\$156,399,799	4.4%	8,398	\$174,681,674	4.60%	8,679
Moderate Profile Portfolio	\$158,237,233	4.7%	7,139	\$169,507,145	4.8%	7,438	\$174,157,130	4.9%	7,438	\$195,682,815	5.16%	7,743
Conservative Profile Portfolio	\$57,774,245	1.7%	2,406	\$63,602,667	1.8%	2,749	\$68,440,050	1.9%	2,749	\$80,229,404	2.11%	2,950
Ultra Conservative Profile Portfolio	\$30,328,528	0.9%	865	\$32,641,812	0.9%	1,118	\$35,155,868	1.0%	1,118	\$38,050,340	1.00%	1,191
Profile Portfolios	\$420,122,142	12.4%	20,928	\$456,215,737	12.9%	22,621	\$478,781,878	13.4%	22,621	\$541,089,819	14.3%	23,857
International												
DWSEAFE Equity Index Fund	\$29,176,357	0.9%	3,199	\$30,898,281	0.9%	3,104	\$33,176,947	0.9%	3,104	\$35,145,884	0.9%	3,187
Fidelity Diversified International Fund	\$124,565,711	3.7%	9,434	\$132,105,558	3.7%	8,981	\$139,579,904	3.9%	8,981	\$147,159,931	3.9%	9,023
International	\$153,742,068	4.5%	12,633	\$163,003,839	4.6%	12,085	\$172,756,851	4.8%	12,085	\$182,305,814	4.8%	12,210
Small/Mid Cap Blend												
SSGA Russell Small Cap Index NL Series S	\$128,733,048	3.8%	9,182	\$136,215,693	3.8%	8,975	\$138,238,861	3.9%	8,975	\$161,461,844	4.3%	9,057
DCP Mid Cap Fund	\$84,118,824		4,649	\$87,417,024		4,689	\$88,678,741	2.5%	4,689	\$109,258,000	2.9%	5,016
Small/Mid Cap Blend	\$212,851,872	6.3%	13,831	\$223,632,717	6.3%	13,664	\$226,917,602	6.3%	13,664	\$270,719,844	7.1%	14,073
Large-Cap												
DCP Large Cap Fund	\$1,090,828,964		21,265	\$1,137,094,385		21,054	\$1,107,862,635	31.0%	21,054	\$1,207,175,606	31.8%	20,980
Large-Cap	\$1,090,828,964	32.2%	21,265	\$1,137,094,385	32.1%	21,054	\$1,107,862,635	31.0%	21,054	\$1,207,175,606	31.8%	20,980
Bond												
DCP Bond Fund	\$214,817,211		10,005	\$220,856,219		9,852	\$221,796,738	6.2%	9,852	\$206,972,806	5.5%	9,401
Bond	\$214,817,211	6.3%	10,005	\$220,856,219	6.2%	9,852	\$221,796,738	6.2%	9,852	\$206,972,806	5.5%	9,401
Stable Value Fund												
Deferred Compensation Stable Value Fund	\$797,933,196	23.5%	12,650	\$821,127,274	23.2%	12,966	\$843,972,051	23.6%	12,966	\$853,616,283	22.5%	13,001
Stable Value Fund	\$797,933,196	23.5%	12,650	\$821,127,274	23.2%	12,966	\$843,972,051	23.6%	12,966	\$853,616,283	22.5%	13,001
Fixed Bank Fund												
Washington Mutual CD's	\$9,571,143	0.3%	379	\$8,565,942	0.2%	275	\$5,924,884	0.2%	275	\$5,937,558	0.2%	198
FDIC Insured Savings Option	\$297,027,459	8.8%	10,112	\$296,354,124	8.4%	9,816	\$305,937,996	8.5%	9,816	\$296,880,462	7.8%	9,633
Fixed Bank Fund	\$306,598,602	9.0%	10,491	\$304,920,066	8.6%	10,091	\$311,862,880	8.7%	10,091	\$302,818,021	8.0%	9,831
Self-Directed												
Schwab Self-Directed	\$194,722,307	5.7%	1,769	\$212,608,893	6.0%	3,942	\$214,734,272	6.0%	3,942	\$228,701,894	6.0%	4,063
Self-Directed	\$194,722,307	5.7%	1,769	\$212,608,893	6.0%	3,942	\$214,734,272	6.0%	3,942	\$228,701,894	6.0%	4,063
Grand Total	\$3,391,616,360	100.0%	103,572	\$3,539,459,129	100.0%	106,275	\$3,578,684,906	100.0%	106,275	\$3,793,400,087	100.0%	107,416

Net Transfer Detail



			Transfers		Transfers	Ending	
Fund Name	Contributions	Additional Deposit					
Ultra Aggressive Profile Portfolio	\$2,199,321	\$86,406	\$16,553,172	(\$785,441)	(\$14,184,480)	\$3,868,978	\$2,368,692
Aggressive Profile Portfolio	\$5,809,603	\$360,464	\$24,765,444	(\$2,461,120)	(\$21,818,609)	\$6,655,782	\$2,946,835
Moderate Profile Portfolio	\$3,998,767	\$646,884	\$18,434,332	(\$2,745,175)	(\$9,345,671)	\$10,989,137	\$9,088,661
Conservative Profile Portfolio	\$1,530,499	\$252,797	\$13,280,495	(\$1,062,290)	(\$4,612,430)	\$9,389,072	\$8,668,065
Ultra Conservative Profile Portfolio	\$534,090	\$143,151	\$7,609,296	(\$624,255)	(\$5,374,036)	\$2,288,246	\$2,235,261
Fidelity Diversified International	\$2,933,635	\$60,425	\$6,117,367	(\$1,959,669)	(\$5,818,809)	\$1,332,950	\$298,559
DWS EAFE Equity Index	\$801,264	\$6,771	\$1,936,761	(\$302,165)	(\$1,878,642)	\$563,990	\$58,119
SSGA Russell Small Cap Index NL Series S	\$2,822,865	\$37,226	\$23,743,931	(\$2,049,771)	(\$18,669,127)	\$5,885,123	\$5,074,804
DCP Mid Cap Fund	\$2,251,978	\$57,052	\$13,820,366	(\$1,194,155)	(\$6,221,393)	\$8,713,848	\$7,598,973
DCP Large Cap Fund	\$16,541,036	\$804,545	\$14,728,870	(\$16,329,989)	(\$33,134,958)	(\$17,390,495)	(\$18,406,088)
DCP Bond	\$3,437,599	\$133,399	\$6,651,661	(\$4,112,694)	(\$21,422,505)	(\$15,312,540)	(\$14,770,844)
FDIC - Insured Savings Account	\$4,520,703	\$486,220	\$37,228,796	(\$9,029,346)	(\$42,504,061)	(\$9,297,688)	(\$5,275,265)
Deferred Compensation Stable Value	\$8,531,039	\$26,651,462	\$41,733,945	(\$26,230,392)	(\$46,111,064)	\$4,574,990	(\$4,377,119)
JPMorganChase Certificates of Deposit	\$0	\$0	\$0	(\$39,732)	\$0	(\$39,732)	\$0
Schwab Self-Directed	\$2,008,512	\$0	\$11,867,100	\$0	(\$7,326,143)	\$6,549,470	\$4,540,957

Net Cash Flow Detail



Fund	Contributions	Additional Danasi	Transfers		Transfers Out	
Ultra Aggressive Profile Portfolio	\$2,199,321	Additional Deposit \$86,406			(\$14,184,480)	\$3,868,978
Aggressive Profile Portfolio	\$5,809,603	· · · ·				\$6,655,782
Moderate Profile Portfolio	\$3,998,767	\$646,884				\$10,989,137
Conservative Profile Portfolio	\$1,530,499	· · · ·			(\$4,612,430)	\$9,389,072
Ultra Conservative Profile Portfolio	\$534,090					\$2,288,246
Fidelity Diversified International	\$2,933,635				, · · · · ·	\$1,332,950
DWS EAFE Equity Index	\$801,264		\$1,936,761	(\$302,165)		\$563,990
SSGA Russell Small Cap Index NL Series S	\$2,822,865			(\$2,049,771)	(\$18,669,127)	\$5,885,123
DCP Mid Cap Fund	\$2,251,978		. , ,			\$8,713,848
DCP Large Cap Fund	\$16,541,036			(\$16,329,989)	(\$33,134,958)	(\$17,390,495)
DCP Bond Fund	\$3,437,599		. , ,	(\$4,112,694)		(\$15,312,540)
FDIC - Insured Savings Account	\$4,520,703					(\$9,297,688)
Deferred Compensation Stable Value	\$8,531,039					\$4,574,990
JPMorganChase Certificates of Deposit	\$0	\$0	\$0	(\$39,732)		(\$39,732)
Schwab Self-Directed	\$2,008,512	\$0	\$11,867,100	\$0	(\$7,326,143)	\$6,549,470

Loan Details



LOANS INITIATED

Year	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC	TOTAL YTD
2009	312	294	311	336	369	449	427	487	474	476	460	412	4,807
2010	380	376	496	450	490	514	459	548	488	428	468	451	5,548
2011	387	415	501	438	510	508	484	557	459	465	484	487	5,695
2012	395	386	495	501	496	488	549	575	520	516	572	501	5,994
2013	524	443	476										1,443

PARTICIPANTS WITH ONE OUTSTANDING LOAN

Year	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC
2009	7,388	7,480	7,622	7,719	7,810	7,945	8,035	8,157	8,317	8,495	8,640	8,766
2010	8,801	8,901	9,011	9,097	9,253	9,383	9,480	9,626	9,730	9,852	10,007	10,131
2011	9,783	9,885	9,957	9,871	9,697	10,027	10,197	10,298	10,372	10,291	10,236	10,407
2012	10,832	11,839	11,709	11,169	11,171	11,283	11,246	11,351	11,454	11,558	11,732	11,825
2013	11,952	11,732	11,757									

PARTICIPANTS WITH MORE THAN ONE OUTSTANDING LOAN

Year	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC
2009	1,674	1,776	1,867	2,018	2,086	2,211	2,335	2,458	2,562	2,693	2,839	2,953
2010	2,923	3,000	3,109	3,201	3,287	3,403	3,516	3,675	3,792	3,890	3,997	4,106
2011	4,020	4,116	4,193	4,326	4,378	4,506	4,706	4,914	4,973	5,249	5,360	5,438
2012	5,116	4,980	5,264	5,276	5,394	5,372	5,477	5,587	5,668	5,701	6,092	6,127
2013	6,236	6,991	6,251									

TOTAL OUTSTANDING LOANS

Year	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC
2009	9,062	9,256	9,489	9,737	9,896	10,156	10,370	10,615	10,879	11,188	11,479	11,719
2010	11,724	11,901	12,120	12,298	12,540	12,786	12,996	13,301	13,522	13,742	14,004	14,237
2011	13,803	14,001	14,150	14,197	14,075	14,533	14,903	15,212	15,345	15,540	15,596	15,845
2012	15,948	16,819	16,973	16,445	16,565	16,655	16,723	16,938	17,122	17,259	17,824	17,952
2013	18,188	18,723	18,008									

LOANS IN DEFAULTED STATUS

Year	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	ОСТ	NOV	DEC
2009	303	292	321	318	311	367	362	354	381	377	371	450
2010	428	419	497	476	468	527	544	537	637	619	608	597
2011	596	586	639	620	615	639	630	618	664	664	744	731
2012	690	751	732	719	709	752	736	718	806	806	783	813
2013	842	773	765									

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Director Lisa Tilley

Cast Gary Robison Usha Archer

Producer Monise Lane