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of the **CITY OF LOS ANGELES CALIFORNIA**

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for the

CITY OF LOS ANGELES DEFERRED COMPENSATION PLAN

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CITY OF LOS ANGELES

CALIFORNIA



ANTONIO R. VILLARAIGOSA MAYOR

June 15, 2010

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 2009. This report provides a review of the Plan, its holdings, and participant activities for the 2009 calendar year.

The past year was a tumultuous one but ended more positively than it began. Following a stock market decline that reached its nadir in March, the market recovered much of its prior losses over the past two years and ended with significant gains.

During the City's ongoing fiscal crisis, the Plan has been a welcome resource to employees navigating wage reductions and financial pressures. Reducing contributions, borrowing from their accounts, or taking hardship withdrawals are some of the ways participants have used the Plan to help cope with salary shortfalls and the economic impact of the recession. Although the Plan is intended first and foremost as a retirement vehicle, it has other utility as well, as recent experience demonstrates.

Despite economic and budgetary headwinds, total membership continued to increase, ending the year at just over 40,700 participants. Our ongoing focus on stability, planning for the future, and financial security continues to resonate strongly with City employees. We look forward to ongoing recovery in 2010 and beyond.

Respectfully submitted,

Eugene K. Canzano, Chairperson Board of Deferred Compensation Administration PERSONNEL DEPARTMENT EMPLOYEE BENEFITS DIVISION 200 NORTH SPRING STREET, ROOM 867 LOS ANGELES, CA 90012 (213) 978-1621

PLAN OVERVIEW

What is the Deferred Compensation Plan?

The City of Los Angeles Deferred Compensation Plan is a non-qualified taxdeferred savings program established in 1983 under IRC Section 457 and City of Los Angeles Administrative Code, Division 4, Chapter 14. It is open to all full-time employees who are members of one of the City's defined benefit retirement/pension systems, and is intended as a supplement to those plans. Contributions and earnings are tax-deferred until funds are withdrawn.

How Much Can Be Contributed to the Plan?

In 2009 participants were eligible to contribute up to \$16,500 from their regular wages if below age 50; up to \$22,000 if age 50 or older; and up to \$33,000 if eligible for and enrolled in special "Catch-Up" provisions. The City does not provide a matching contribution. Plan assets are protected by being held in trust for the exclusive benefit of Plan participants.

How and When Can Funds Be Distributed?

Funds can be withdrawn without penalty at any age so long as a participant has separated from service. In addition, active employees can withdraw funds through hardship withdrawal or by meeting certain de mimimis withdrawal provisions. Active employees are further eligible to borrow from their accounts through a loan program.

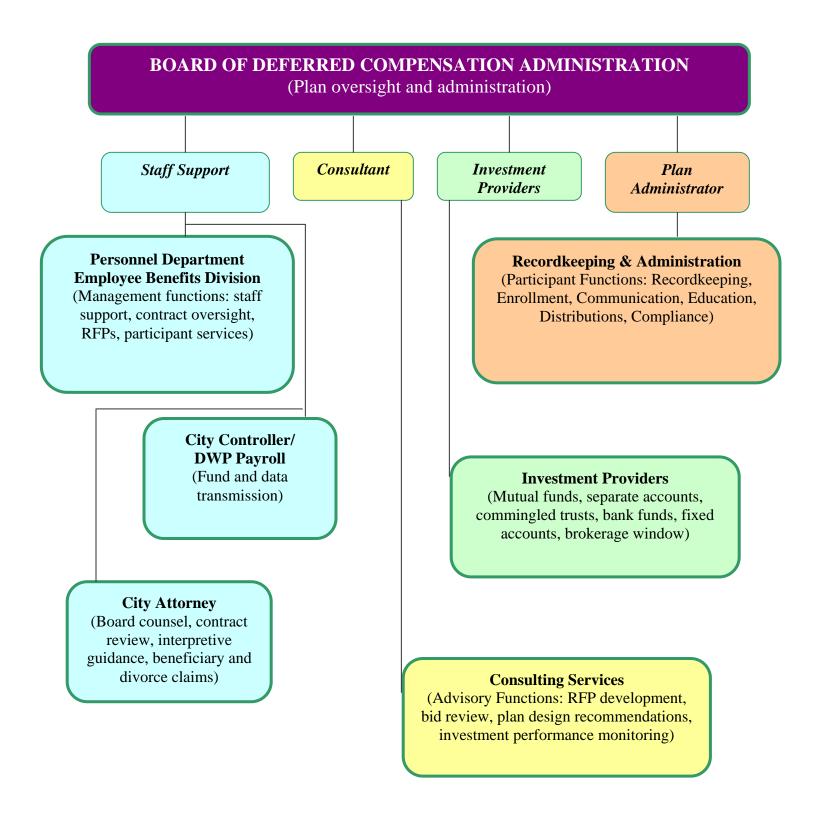
How Can the Funds Be Invested?

The Plan provides participants with a variety of investment choices including savings options, bond funds and stock funds. The Plan also offers a Self-Directed Brokerage Option providing access to additional mutual funds, exchange-traded-funds, stocks, bonds, and Certificates of Deposit.

How is the Plan Governed?

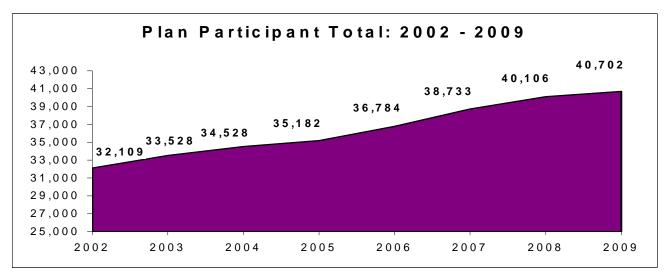
The City Council established the Board of Deferred Compensation Administration to provide administrative oversight of the Plan. The ninemember Board includes the General Manager City Employees' Retirement System; General Manager Fire and Police Pension Plan; Plan Manager of the Department of Water and Power Employees' Retirement Plan; three elected employee representatives from each of the afore-mentioned plans; a Certified Union Representative; a retired participant representative; and the General Manager Personnel Department. The Board has support staff and contracted entities to carry out Plan administration, as indicated on the following page.

ADMINISTRATIVE STRUCTURE

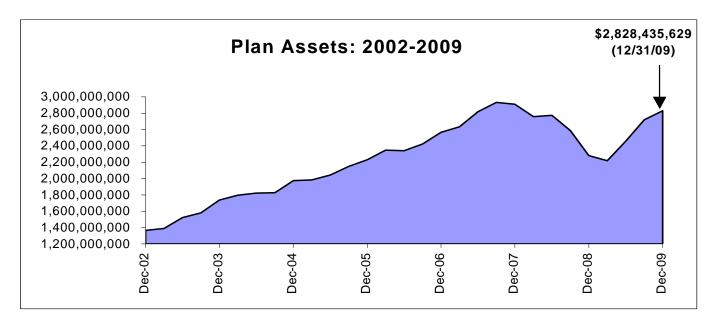


ACTIVITIES & STATISTICS

Participation - As of December 31, 2009, the City's Plan had a total of 40,702 participant accounts, a 1.5% increase from the previous year. The Plan Administrator recorded 1,473 new enrollments between January 1st and December 31st 2009. The total number of contributing participants represents 61.4% 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 2002 through 2009:



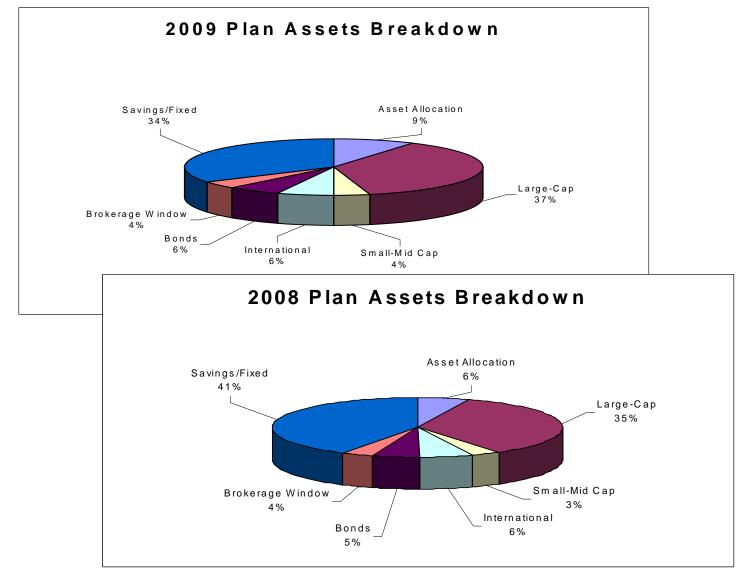
Plan Assets - Year-end total Plan assets were \$2,828,435,629, in comparison to \$2,279,918,897 at year-end 2008. This represents a 24.1% year-over-year increase, of which 13.84% was attributable to market returns and 10.26% to participant contributions/rollovers.



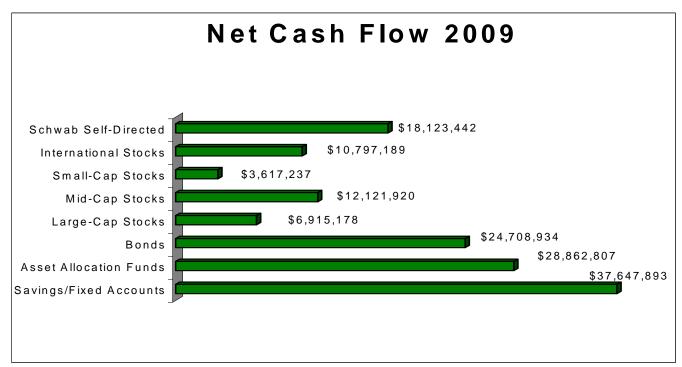
Fund Changes and Asset Allocation – Plan assets shifted in 2009 as a result of both the recovery in the equity/bond markets as well as decisions to eliminate several options from the core menu (for both performance reasons as well as to help streamline the menu and improve upon safety of assets):

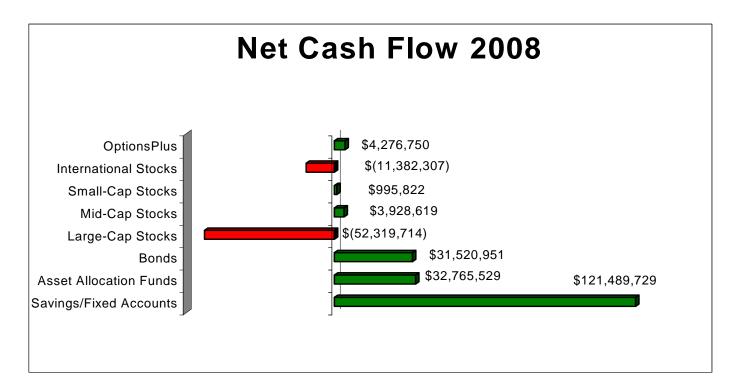
- (1) The Hartford General Account was eliminated and its assets consolidated within the Plan's Stable Value Fund, a measure which provided for greater security of those assets through broader diversification of the underlying holdings.
- (2) The Board created a new blended Bank Deposit Savings Account Option, with three underlying bank providers, for the purpose of greater diversification and expanding the amount of Federal Deposit Insurance Corporation (FDIC) insurance available to participants.
- (3) The Board eliminated the Hartford Stock Fund and Hartford Advisers Fund, moving those assets into lower-cost and more-diversified options.

Below is a summary comparison of how assets shifted by asset class from 2008 to 2009:

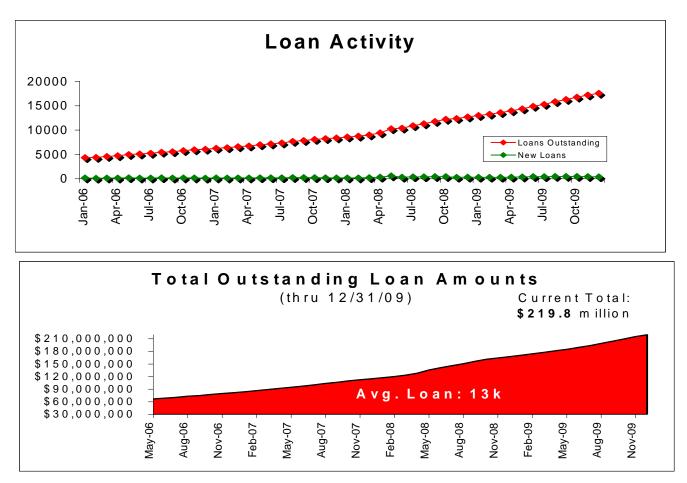


Net Cash Flows – The charts below indicate changes in net cash flow activity over the past two years. In 2009, the strongest cash flows were to the Plan's Savings/Fixed account products, bond funds and asset allocation funds.

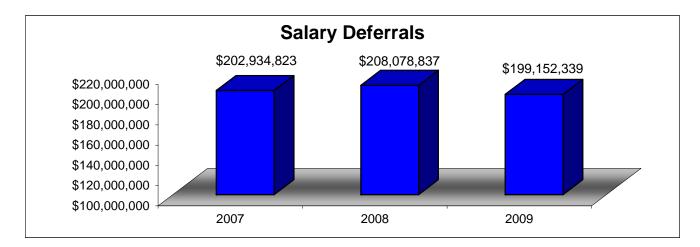




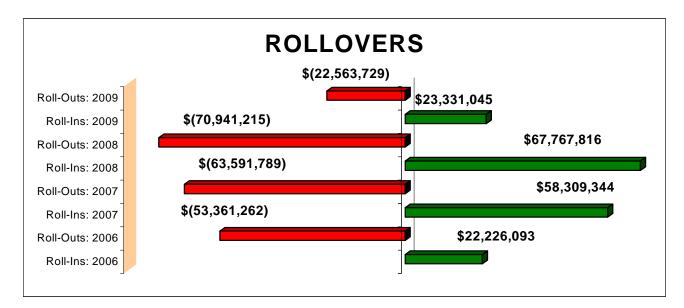
Loan Program – The City's loan program, introduced in 2004, continues to generate significant participant activity. However, the percentage of Plan assets loaned to participants is still small relative to the Plan as a whole – \$219.8 million or 7.8% of Plan assets (versus 7.4% at year-end 2008).



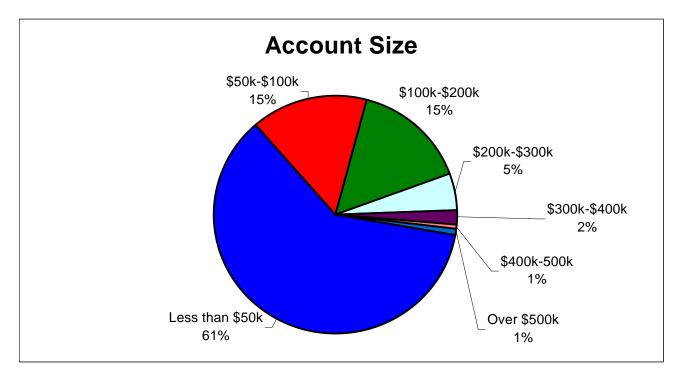
Contributions – Salary deferrals decreased 4.3% in 2009, despite the higher annual limits compared to 2008. Participants reduced contributions likely in reaction to furloughs, potential layoffs, and the overall economic environment.



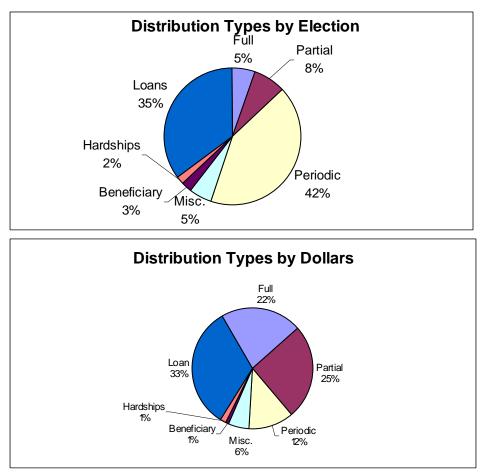
Rollovers – Rollover activity decreased substantially in 2009, and for the first time more funds rolled into the Plan than rolled out. On a net basis, 0.03% of assets were rolled into the Plan in 2009, versus 0.14% rolled out in 2008. Much of the funds entering the Plan came from sworn participants in the City's Deferred Retirement Option Plan ("DROP").



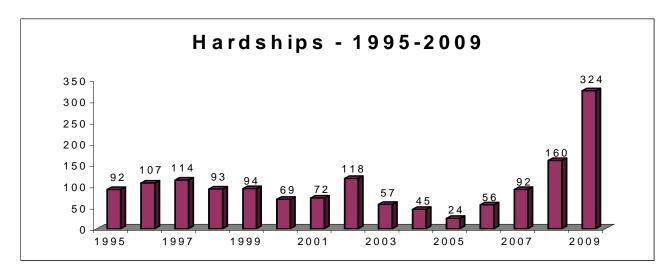
Plan Assets by Participant/Balance Levels – The graph below separates Plan assets by the number of participants and account balances. Relative to the prior year, the percentage of participants with less than \$50,000 stayed constant at 61% and several of the mid-level categories grew slightly. This indicates rising average account balances for 2009 reflecting increasing market values.



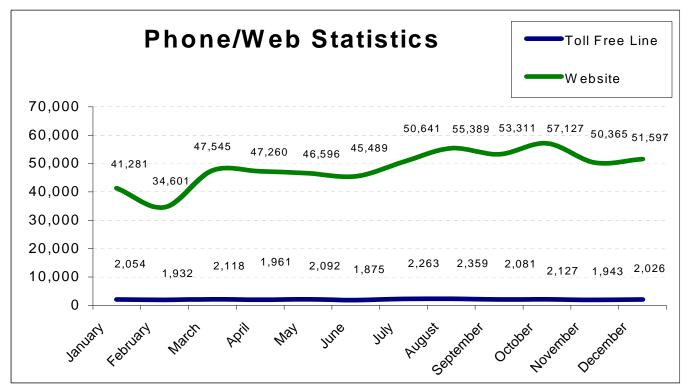
Distributions - The table below breaks down distribution types by election and dollars. The vast majority of participants elect periodic payments. However, loans comprise the largest segment of total dollars distributed.



Hardships – As a likely result of the difficult economic climate, Great-West processed 324 hardship applications in 2009, up from 160 the previous year, a 103% increase and the largest number since the introduction of the Plan. The graph below indicates the number of hardship applications reviewed from 1995 through 2009.

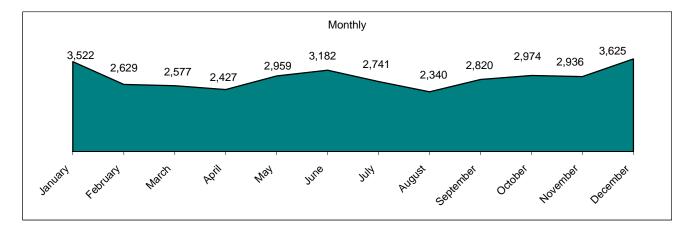


Phone Line/Website Statistics – The following graph demonstrates 2009 participant activity via the primary toll-free line as well as the Plan website. As the graph indicates, participants utilize the website to a much greater extent than the toll free line.

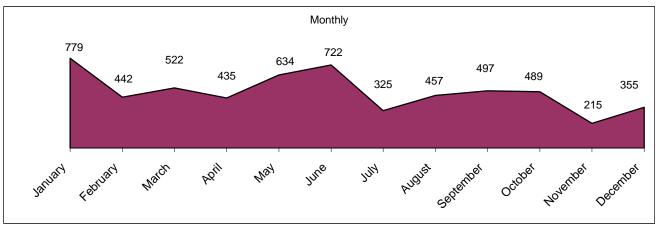


Local Service Statistics –The following charts indicate total 2009 local participant contact (including phone calls to the local service center and inperson meetings); group meeting attendance; individual counseling sessions; and local office phone calls:

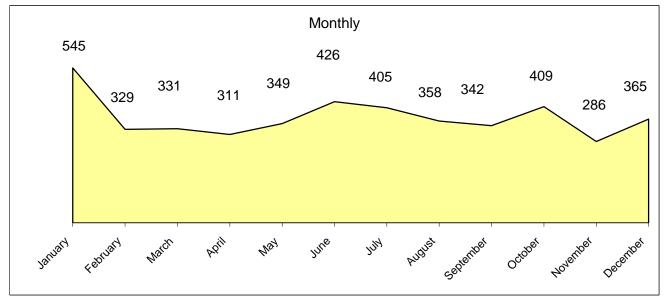
Total Local-Office Participant Contact:

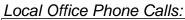


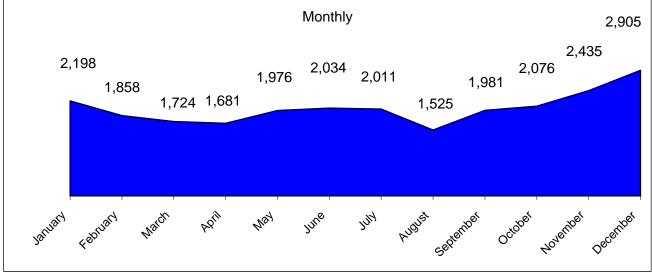
Group Meeting Attendance:



Individual Counseling Sessions:







Performance Returns – Altogether, the overall 2009 participant return for all Plan assets was 13.84%. The following table indicates performance for calendar year 2009 as well as the three, five and ten year periods:

savings accounts		c, 11			<u> </u>	•	us.	
SAVINGS ACCOUNTS	40/04/0000	<u> </u>	Annualized Yield for Qu					
	<u>12/31/2009</u>		<u>9/30/20</u>	09	<u>6/30/2</u>		<u>3/31/2009</u>	
FDIC-Insured Savings Account	0.10%		N/A		N//	A N/A		
Washington Mutual Liquid Savings Account *	N/A		N/A		1.14	%	1.71%	
1-yr CD	N/A		N/A		0.98	8%	% 2.27%	
2-yr CD	N/A		N/A		0.66	6%	% 1.67%	
3-yr CD	N/A		N/A		0.749		1.89%	
4-yr CD	N/A		N/A		1.04	%	2.09%	
5-yr CD	N/A		N/A 1.27			% 2.23%		
GENERAL ACCOUNT			Annualized Yiel		eld for Qu	ıarter		
	<u>12/31/2009</u>	<u>/2009</u> <u>9/30/2009</u>		09	<u>9 6/30/2</u>		<u>3/31/2009</u>	
Hartford General Account (declared "new	N/A		N/A		4.00	% 4.00%		
money" rates only) *	,,.							
STABLE VALUE ACCOUNT					alized Re	1		
	1 Year		Years		Years	10 Yea	ars/Since Inception	
Deferred Compensation Stable Value Fund	4.19%	4	.62%		.56%	4.98%		
STOCK & BOND FUNDS			Average Annualized			Returns		
	1 Year	3	Years	5	Years	10 Yea	ars/Since Inception	
BONDS								
PIMCO Total Return Fund	13.83%	9	.18%	6.85%		7.65%		
Vanguard Total Bond Market Index Fund	6.09%	6	5.11%	5	5.04%		6.19%	
BALANCED								
Hartford Advisers HLS * (returns as of 11/30/09)	33.09%	-1	1.83%	2.73%		1.47%		
LARGE-CAP STOCKS								
Hartford Stock HLS * (returns as of 11/30/09)	42.11%	-5	5.48%	1.58%		-1.02%		
Investment Company of America	27.18%	-4	4.20%	1.73%		2.50%		
Growth Fund of America	34.48%	-3	3.13%	2.87%		2.34%		
Vanguard Institutional Index Fund	26.66%	-5	5.55%	0.48%		-0.89%		
Hartford Capital Appreciation HLS	45.67%	-2	2.53%	4.52%		6.02%		
MID-CAP STOCKS								
Lazard Mid Cap Institutional	38.49%	-6	6.06%	0.72%		7.05%		
SMALL-CAP STOCKS								
State Street Russell 2000 Index Trust Fund C	26.57%	-6	6.31%	0.19%		3.05%		
INTERNATIONAL STOCKS								
Fidelity Diversified International Fund	31.78%	-5	5.73%	3	.77%	3.94%		
DWS EAFE Equity Index Fund-Inst.	29.27%		6.27%	3	.29%	0.58%		
PROFILE PORTFOLIOS								
Ultra-Conservative	8.81%		N/A		N/A		3.38%	
Conservative	13.37%		2.20% 3.89%			4.77%		
Moderate	19.06%).54%		.00%	4.44%		
Aggressive	22.82%					4.01%		
Ultra-Aggressive	26.49%				N/A	-8.52%		
BENCHMARK INDICES	20.4070		1.1/7.1		1.1/7.1		0.0270	
Barclays Capital Aggregate Bond	5.93%	6	.04%	1	.97%		6.33%	
MSCI EAFE	31.78%		5.04%		.97 % .54%	6.33% 1.17%		
Russell 2000	27.17%		-6.07% 0.51%		3.51%			
Russell 1000 Value	19.69%).25%	2.47%		
Russell 1000 Growth	37.21%		1.89%			-3.99%		
Standard & Poor's 500	26.46%		5.63% 0.42%		-0.95%			
Russell MidCap	40.48%		1.59%			4.98%		
*Funds that have been terminated from the Plan						1		

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 BUDGET REVIEW ADMINISTRATIVE AND OPERATING EXPENSES YEAR ENDING 12/31/09

TEAR ENDING 12	/31/09	
STARTING BALANCE	_	
Payroll Fee Trust Fund Ending Balance - 12/31/08	\$	214,597
Administrative Fee Reserve Fund Balance - 12/31/08	<u>\$</u>	<u>3,582,738</u>
	Total \$	3,797,335
REVENUES/FEES		
nterest Earnings on Payroll Fee Trust Fund	\$	3,313
Administrative Fee Reserve Fund Deposits	\$	604,658
nterest Earnings on Administrative Fee Reserve Fund	\$	135,473
Total Revenu	e/Fees \$	743,444
STARTING BALANCE + REVENUE	E/FEES \$	4,540,779
EXPENDITURES		
Personnel Department Reimbursements	\$	(585,030)
City Attorney Reimbursements	\$	(83,859)
DWP Reimbursements	\$	-
Consulting Costs	\$	(116,327)
2130 Travel/Training/Education	\$	1,997
1160 Governmental Meetings	\$	-
6010 Office and Administrative	\$	(585)
7300 Office Furniture & Equipment	\$	-
GWRS Quarterly Fees - Asset Allocation Fund Management	\$	(31,500)
TOTAL EXPENDI	TURES \$	(815,304)
Actual Payroll Fee Trust Fund Ending Balance (12/31/09)	\$	28,537
Actual Administrative Fee Reserve Fund Ending Balance (12/31/09) \$	3,473,506
ACTUAL TOTAL BALANCE AS OF 12	2/31/09_\$	3,725,475
ENCUMBRANCES/LIABILITIES		
Reimbursements: (Personnel: 3 Mos. Ending 9/30/09)	\$	(118,217)
Reimbursements: (City Attorney: 3 Mos. Ending 9/30/09)	\$	(30,754)
Reimbursements: (DWP: 3 Mos. Ending 9/30/09)	\$	(1,398)
Reimbursements: (Personnel: 3 Mos. Ending 12/31/09)	\$	(94,586)
Reimbursements: (City Attorney: 3 Mos. Ending 12/31/09)	\$	(30,935)
Reimbursements: (DWP: 3 Mos. Ending 12/31/09)	\$	(1,398)
TOTAL LIAB	LITIES \$	(277,287)
ASSETS LESS EXPENDITURES/LIAB	LITIES \$	3,448,188

Looking Forward

The Board has some major initiatives it is focusing on for the future. Primary among these is streamlining the Plan's core investment menu and re-branding options by asset class to encourage greater diversification in participant investments. In addition, the Board is continuing to develop new guidelines and more effective processes related to governance, service procurement, and services to participants. As always, we will work closely with our participants and encourage their feedback as we move forward.

					Appendix A					
CONTRIBUTION RATES BY DEPARTMENT CODE - 2009										
Department Name	Current Eligible 1/09	Current Contrib 1/09	Previous % Contrib	Current Eligible 1/10	Current Contrib 1/10		% Difference	# Difference		
AIRPORTS	3,402	1,643	48.3%	3,282	1,606	48.9%	0.6%	(37)		
ANIMAL SERVICES	365	139	38.1%	360	159	44.2%	6.1%	20		
AGING	45	36	80.0%	44	32	72.7%	(7.3%)	(4)		
BUILDING & SAFETY	961	494	51.4%	884	447	50.6%	(0.8%)	(47)		
CAO	126	91	72.2%	123	84	68.3%	(3.9%)	(7)		
CITY ATTORNEY	986	587	59.5%	951	559	58.8%	(0.7%)	(28)		
CITY CLERK	165	75	45.5%	124	77	62.1%	16.6%	2		
CDD	276	147	53.3%	270	143	53.0%	(0.3%)	(4)		
COLISEUM	30	13	43.3%	30	13	43.3%	0.0%	0		
HUMAN SERVICES	28	14	50.0%	22	13	59.1%	9.1%	(1)		
CONTROLLER	183	135	73.8%	176	129	73.3%	(0.5%)	(6)		
CONVENTION CENTER	152	80	52.6%	134	77	57.5%	4.9%	(3)		
COUNCIL	359	109	30.4%	336	94	28.0%	(2.4%)	(15)		
CULTURAL AFFAIRS	62	31	50.0%	61	25	41.0%	(9.0%)	(6)		
DEPT ON DISABILITY	18	12	66.7%	18	12	66.7%	0.0%	0		
DWP	8,860	5,522	62.3%	9,215	5,715	62.0%	(0.3%)	193		
EL PBLO LA HIST MNT AUT	17	9	52.9%	16	7	43.8%	(9.1%)	(2)		
EMERGENCY PREPAREDESS DEPT	27	17	63.0%	24	15	62.5%	(0.5%)	(2)		
EMPLOYEE RELATIONS	3	1	33.3%	3	0	0.00%	(33.3%)	(1)		
ENVIRONMENTAL AFFAIRS	28	18	64.3%	26	17	65.4%	1.1%	(1)		
FIRE - FIREFIGHTERS	3,719	3,111	83.7%	3,648	3,065	84.0%	0.3%	(46)		
FIRE CIVILIAN	364	203	55.8%	336	188	56.0%	0.2%	(15)		
GENERAL SERVICES	2,248	972	43.2%	2,073	923	44.5%	1.3%	(49)		
HARBOR	969	541	55.8%	940	545	58.0%	2.2%	4		
HOUSING	525	288	54.9%	514	288	56.0%	1.1%	0		
ΙΤΑ	726	512	70.5%	672	469	69.8%	(0.7%)	(43)		
LACERS	130	94	72.3%	127	91	71.7%	(0.6%)	(3)		
LIBRARY	830	380	45.8%	784	354	45.2%	(0.6%)	(26)		
MAYOR	174	33	19.0%	191	37	19.4%	0.4%	4		
NEIGHBORHOOD EMPOWERMENT	42	32	76.2%	38	31	81.6%	5.4%	(1)		
PENSIONS	104	63	60.6%	103	63	61.2%	0.6%	0		
PERSONNEL C S 1	475	311	65.5%	448	288	64.3%	(1.2%)	(23)		
PLANNING	301	186	61.8%	275	171	62.2%	0.4%	(15)		
POLICE OFFICERS	9,844	7,707	78.3%	9,946	7,819	78.6%	0.3%	112		
POLICE CIVILIAN	3,192	1,853	58.1%	3,133	-	56.7%	, , ,			
PUBLIC WORKS	5,693	2,843	49.9%	5,316		48.6%	(1.3%)			
RECREATION & PARKS	1,881	746	39.7%	1,761	719	40.8%	1.1%	. ,		
TRANSPORTATION	1,595	817	51.2%	1,503	810	53.9%	2.7%	· · ·		
TREASURER	403	252	62.5%	400	240	60.0%	· · ·	· · ·		
LOS ANGELES ZOO	217	91	41.9%	205	85	41.5%	(0.4%)	(6)		
TOTALS>	49,525	30,208	61.0%	48,512	29,770	61.4%	0.4%	(438)		