

**ILLINOIS STATE EMPLOYEES'
DEFERRED COMPENSATION PLAN**

FINANCIAL AUDIT
For the Years Ended
December 31, 2014 and 2013

Performed as Special Assistant Auditors
for the Auditor General, State of Illinois

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

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ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

FINANCIAL AUDIT

For the Two Years Ended December 31, 2014

AGENCY OFFICIALS

Director	Mr. Tom Tyrrell (Effective May 1, 2015)
Acting Director	Ms. Simone McNeil (October 7, 2013 through January 12, 2015) Ms. Ngozi C. Okorafor (January 13, 2015 through January 25, 2015) Mr. Tom Tyrrell (January 26, 2015 through April 30, 2015)
Assistant Directors	Mr. Israel Salazar (March 18, 2013 through January 19, 2015) Mr. Austin Baidas (October 11, 2013 through January 19, 2015) Ms. Kim McCullough (Effective March 23, 2015) Mr. Markus Veile (Effective January 20, 2015)
Chief Administrative Officer	Mr. Roger Nondorf (Through September 30, 2014)
Chief Operating Officer	Mr. Chima Enyia (November 27, 2013 through February 28, 2015)
Chief Fiscal Officer	Ms. Karen Pape – Acting (December 1, 2013 through February 13, 2014) Mr. Chuck Morris (February 14, 2014 through February 15, 2015) Ms. Karen Pape (Effective February 16, 2015)

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

FINANCIAL AUDIT

For the Two Years Ended December 31, 2014

AGENCY OFFICIALS (Continued)

General Counsel	Mr. Thomas Mikrut (December 16, 2013 through January 19, 2015)
	Mr. Jeff Shuck – Acting (January 20, 2015 through February 8, 2015)
	Mr. Mike Basil (Effective February 9, 2015)
Chief Internal Auditor	Ms. Debbie Abbott (Effective March 1, 2013)
Deputy Director – Bureau of Benefits	Ms. Janice Bonneville (Through February 28, 2014)
	Ms. Lynn Carter – Acting (March 1, 2014 through November 30, 2014)
	Ms. Pam Kogler – Acting (Effective December 22, 2014)
Acting Division Manager	Mr. Jason Musgrave
Division Fiscal Officer	Mr. Chris Schofield

Agency offices are located at:

801 South 7th Street
Springfield, IL 62703

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

FINANCIAL STATEMENT REPORT

SUMMARY

The audits of the accompanying statements of plan net position of the State of Illinois, Department of Central Management Services State Employees' Deferred Compensation Plan Fund (755) (Plan) as of December 31, 2014 and 2013, and the related statements of changes in plan net position for the years then ended, were performed by Sikich LLP as Special Assistant Auditors to the Auditor General, State of Illinois.

Based on their audits, the auditors expressed an unmodified opinion on the Plan's basic financial statements as noted above for the years ended December 31, 2014 and 2013.

INDEPENDENT AUDITOR'S REPORT

Honorable William G. Holland
Auditor General
State of Illinois

Report on the Financial Statements

As Special Assistant Auditors for the Auditor General, we have audited the accompanying financial statements of the State Employees' Deferred Compensation Plan Fund (755) of the State of Illinois, Department of Central Management Services, as of and for the years ended December 31, 2014 and 2013, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net position of the State Employees' Deferred Compensation Plan Fund (755) of the State of Illinois, Department of Central Management Services, as of December 31, 2014 and 2013, and the changes in plan net position thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the State Employees' Deferred Compensation Plan Fund (755), a fund of the State of Illinois, Department of Central Management Services, and do not purport to, and do not, present fairly the financial position of the State of Illinois or the State of Illinois, Department of Central Management Services, as of December 31, 2014 and 2013 and the changes in its financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Management of the State of Illinois, Department of Central Management Services has omitted the management's discussion and analysis for the State Employees' Deferred Compensation Plan Fund (755) that accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements is not affected by this missing information.

Other Information

Our audits were conducted for the purpose of forming an opinion on the financial statements of the State Employees' Deferred Compensation Plan Fund (755) of the State of Illinois, Department of Central Management Services. The accompanying combined schedules of receipts, disbursements, and changes in cash balances, summary schedules of investment increases, deductions, and balances and schedules of administrative costs are presented for purposes of additional analysis and are not a required part of the financial statements.

The accompanying supplementary information, as listed in the table of contents, is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing

standards generally accepted in the United States of America. In our opinion, the accompanying supplementary information, as listed in the table of contents, is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated June 16, 2015 on our consideration of the State of Illinois, Department of Central Management Services' internal control over financial reporting of the State Employees' Deferred Compensation Plan Fund (755) and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the State of Illinois, Department of Central Management Services' internal control over financial reporting of the State Employees' Deferred Compensation Plan Fund (755) and its compliance.

Restricted Use of this Auditor's Report

This report is intended solely for the information and use of the Auditor General, the General Assembly, the Legislative Audit Commission, the Governor, the Comptroller, the Illinois State Board of Investment, and Department management and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in cursive script, appearing to read "L. Rich" followed by a stylized flourish.

Springfield, Illinois
June 16, 2015

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

STATEMENTS OF PLAN NET POSITION

PENSION TRUST FUND

December 31, 2014 and 2013

	2014	2013
ASSETS		
Cash and cash equivalents		
Cash in custody of State Treasurer	\$ 3,776,908	\$ 3,259,401
Cash advanced to recordkeeping agent	2,377,423	2,731,935
Total cash and cash equivalents	6,154,331	5,991,336
Accounts receivable	1,390,825	707,236
Loans receivable	33,545,008	28,472,354
Total receivables	34,935,833	29,179,590
Investments		
Investment contracts	859,556,926	876,283,338
Bond trust funds	95,943,326	92,363,708
Mutual funds	2,616,514,309	2,449,937,803
Equity trust funds	537,237,887	575,896,654
Annuities	705,322	781,845
Total investments	4,109,957,770	3,995,263,348
Property and equipment		
Office equipment, net of accumulated depreciation of \$140,973	-	-
Total Assets	4,151,047,934	4,030,434,274
LIABILITIES		
Accounts payable	1,456,629	1,251,742
Accrued compensated absences	158,635	132,514
Total Liabilities	1,615,264	1,384,256
NET POSITION		
Held in trust for deferred compensation benefits and other purposes	\$4,149,432,670	\$4,029,050,018

The accompanying notes to financial statements are an integral part of this statement.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

STATEMENTS OF CHANGES IN PLAN NET POSITION

PENSION TRUST FUND

Years Ended December 31, 2014 and 2013

	2014	2013
ADDITIONS		
Contributions		
Participant deferrals	\$ 164,780,962	\$ 158,163,571
Participant accounts transferred in from qualified retirement plans	5,530,271	6,020,663
Total Contributions	<u>170,311,233</u>	<u>164,184,234</u>
Investment Income		
Interest, dividends and other investment income	230,213,307	138,435,546
Net appreciation (depreciation) in fair value of investments	(24,242,913)	468,866,151
Total Investment Income	<u>205,970,394</u>	<u>607,301,697</u>
Less investment expense	<u>(1,609,233)</u>	<u>(2,056,511)</u>
Net Investment Income	<u>204,361,161</u>	<u>605,245,186</u>
Other Income (Expense)		
Recordkeeping reimbursement income	2,932,978	2,845,318
Participant Fees collected	1,360,665	-
Other operating income (expense)	3,475	(540)
Total Other Income (Expense)	<u>4,297,118</u>	<u>2,844,778</u>
Total Additions	<u>378,969,512</u>	<u>772,274,198</u>
DEDUCTIONS		
Distributions:		
Terminations	71,713,821	73,926,309
Beneficiary distributions	9,496,889	5,860,714
Hardship	2,086,720	1,290,456
Loans deemed uncollectible and distributed	3,393,489	1,359,999
Participant accounts transferred out to other qualified plans	166,736,445	152,191,055
Recordkeeping and marketing expense	2,354,135	2,309,060
Participant fees paid from participant accounts	1,363,140	-
Administrative costs	1,309,923	1,180,957
Loan initiation fees	132,298	242,325
Total Deductions	<u>258,586,860</u>	<u>238,360,875</u>
CHANGE IN NET POSITION	120,382,652	533,913,323
NET POSITION, BEGINNING OF YEAR	<u>4,029,050,018</u>	<u>3,495,136,695</u>
NET POSITION, END OF YEAR	<u>\$ 4,149,432,670</u>	<u>\$ 4,029,050,018</u>

The accompanying notes to financial statements are an integral part of this statement.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

1. ORGANIZATION

The Illinois State Employees' Deferred Compensation Plan (the Plan) is administered by the State of Illinois, Department of Central Management Services (the Department) at 801 South 7th Street, Springfield, Illinois. The Plan consists of the State Employees' Deferred Compensation Fund (Fund 755), a pension trust fund which records all the assets and liabilities and additions and deductions of the plan. A portion of the Fund is held in the State Treasury and certain administrative costs are appropriated. The current Director is Tom Tyrrell. The current Deputy Director for the Bureau of Benefits is Pam Kogler and the current acting division manager for the Plan is Jason Musgrave. The Plan employed nine full-time employees during 2014. The Illinois State Board of Investment has oversight responsibilities for the Plan.

The Department is part of the executive branch of the State of Illinois and operates under the authority of and review by the Illinois General Assembly. Activities of the Plan are subject to the authority of the Office of the Governor, the State's chief executive office, and other departments of the executive and legislative branches of the government (such as the State Comptroller's Office) as defined by the General Assembly.

As described in the Illinois Comprehensive Annual Financial Report, the State of Illinois (the State) is the oversight unit which includes all funds, elected offices, departments and agencies of the State, as well as boards, commissions, authorities, universities, and colleges over which the State's executive or legislative branches exercise oversight responsibility. The Department is part of the primary government of the State of Illinois' executive branch. These financial statements present the statement of plan net position and statement of changes in plan net position for the years ended December 31, 2014 and 2013. The statements are not intended to, and do not present the financial position or changes in financial position of the Department or the State.

2. GENERAL DESCRIPTION OF THE PLAN

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a complete description of the Plan's provisions.

General

The Plan was created in accordance with Illinois Compiled Statutes (40 ILCS 5/24-101) and Section 457 of the Internal Revenue Code. The first contributions to the Plan were made in May 1979. Under Plan provisions, all employees of the State are eligible to voluntarily elect to contribute a portion of their compensation into the Plan through payroll deductions.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

2. GENERAL DESCRIPTION OF THE PLAN (Continued)

General – Continued

All amounts of compensation deferred pursuant to the Plan, all property and rights purchased with such amounts, and all income attributable to such amounts, property, or rights shall be held in one or more custodial accounts for the exclusive benefit of participants and beneficiaries under the Plan. Participants' rights under the Plan are limited to an amount equal to the fair market value of the deferred account for each participant.

Effective January 1, 1999, the State of Illinois amended the Plan in accordance with the provisions of Internal Revenue Code (IRC) Section 457(g). IRC Section 457(g) requires that assets and income thereon be held in trust for the exclusive benefit of participants and their beneficiaries. Accordingly, the net assets are no longer assets of the State of Illinois. However, due to the administrative involvement of the State of Illinois, this Plan is reported as a pension trust fund as required by the Governmental Accounting Standards Board (GASB).

Contributions

In compliance with IRC Section 457, the Plan limits the amount of an individual's annual contribution to 100 percent of their annual taxable compensation, not to exceed \$17,500 for 2014 and 2013, and \$23,000 for participants age 50 or older for 2014 and 2013, respectively. The State does not make any contributions to the Plan.

In the Plan, the annual compensation on which the maximum is calculated is reduced by the following:

- Employee retirement system contributions, which are tax deferred under Section 414(h) of the IRC.
- Payroll deductions for the payment of group health insurance premiums and member life insurance premiums for coverage up to \$50,000, elected by the employee through state sponsored plans.
- Employee contributions made to the Dependent or Medical Care Assistance Plan which are authorized under Section 125 of the IRC.

In accordance with IRC Section 457, the Plan allows participants a limited make-up on deferrals in the three years prior to the year a participant reaches normal retirement age. For each of these three years, a participant can defer the regular limit plus an additional amount based on actual underutilized deferrals which were made in prior years, up to a maximum of \$35,000 in 2014 and 2013, or twice the regular limits.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

2. GENERAL DESCRIPTION OF THE PLAN (Continued)

Payment of Benefits

Participants may withdraw the current value of funds contributed upon termination of employment with the State of Illinois. Withdrawal can also be made due to financial hardship if approved by a committee established by the Plan.

Upon retirement, participants may select various payment options, including lump sum, partial lump sum, periodic payments or rollover to another qualified tax deferred retirement plan. The participants may wait to start the distribution of their account up to the tax year they turn age 70 ½. They can also stop or change their elected distribution method. Participants with accounts less than or equal to \$5,000 who terminate their employment with the State of Illinois are required to take a lump sum distribution or transfer to another qualified retirement plan. Death beneficiaries may select similar payment options as retired employees. All investments of the Plan are held in custodial accounts for the exclusive benefit of the participants until such time as payments are made.

Loan Program

Effective January 2, 2013 the Plan began offering a loan program to qualifying participants. Loans are available to actively working, retired and/or separated from service employees. Accounts not eligible for loans include divorce settlements (QDRO (Qualified Domestic Relations Order) source), beneficiaries, participants currently taking installment payments and participants with an existing deemed loan (discussed below). The minimum loan amount is \$1,000 and the maximum loan amount is the lesser of \$50,000 reduced by the highest outstanding loan balance in the previous twelve months or 50% of the participant's current account balance. Loans may be taken for terms ranging from one to five years and monthly payments are set up to come directly out of the participant's bank account. There is a loan initiation fee of \$75 which is paid by the participant to T. Rowe Price, who administers all loans. The interest rate is set at the Prime interest rate (as published in the Wall Street Journal) plus one percent (1%). That rate was 4.25% for all of calendar year 2014 and 2013.

Loans are deemed to be in default once the cure period passes. The cure period ends on the earlier of: 1) the last business day of the calendar quarter following the calendar quarter in which the payment was missed or; 2) the date the benefits are distributed to the terminated participant either through a total distribution, partial distribution or election of installment payments. Once the cure period passes, the outstanding loan balance (including any accrued interest) is deemed distributed and subject to taxation. In the event of death the loan is deemed taxable as of the date of the participant's death.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Measurement Focus and Basis of Accounting

Pension Trust Fund financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Additions are recognized when earned and deductions are recorded when a liability is incurred, regardless of when the related cash flow takes place.

Cash and Cash Equivalents

Cash equivalents consist of money market mutual funds, funds maintained by the Office of the State Treasurer, and cash advanced to recordkeeping agency representatives. The cash advanced to the recordkeeping agent represents amounts withheld from employees but not remitted to the investment carriers at December 31, and other amounts, such as reinvested income and other fees.

Loans Receivable

Loans receivable reflects the current balance of outstanding participant loans as of December 31, 2014 and 2013. In accordance with the loan program, these loans are 100% backed by balances from participants' accounts. If a participant defaults on their loan, it is deemed uncollectable and taxable to the participant.

Investment Valuation and Income Recognition

Investments in the guaranteed investment contracts are stated at fair value. Investments in mutual funds are stated at fair value as determined by using the closing price listed on national exchanges as of December 31. Investments in equity trust funds are also stated at fair value as reported by the respective trustees and investment managers. Annuities are stated at their present value of future payments calculated by the Plan using information as reported by the various insurance companies.

Interest income from the investments in the guaranteed investment contracts and interest earned on temporary cash deposits in both the State Treasury and with the recordkeeping agent at the current money market rates are recorded as earned.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Capital assets are carried at cost, net of accumulated depreciation. The Illinois State Employees' Deferred Compensation Plan capitalizes purchases over \$5,000 and uses the straight-line method to depreciate appropriate assets over their estimated useful lives of approximately five years.

Compensated Absences

Vested or accumulated vacation leave is recorded as a deduction and liability of the fund as the benefits accrue to employees. Until January 1, 1984, sick leave, which generally is earned one day per month with unlimited accumulation, was paid only where an employee was absent due to illness or other acceptable circumstances as outlined by personnel regulations. Effective January 1, 1984, upon death, retirement by resignation, or termination from State employment, employees are able to receive payment for one-half of accumulated sick leave earned subsequent to January 1, 1984, or full service credit for such accumulated sick leave under the State Employees' Article of the State Pension Code.

Effective January 1, 1998, upon death, retirement by resignation, or termination from State employment, employees are no longer able to receive payment for accumulated sick leave earned subsequent to January 1, 1998.

Changes in compensated absences are as follows:

	<u>2014</u>	<u>2013</u>
Balance January 1	\$ 132,514	\$ 128,268
Additions	27,893	7,520
Deletions	<u>(1,772)</u>	<u>(3,274)</u>
Balance December 31	<u>\$ 158,635</u>	<u>\$ 132,514</u>
Current portion	<u>\$ 1,649</u>	<u>\$ -0-</u>

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of plan net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. In addition to liabilities, the statement of plan net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will *not* be recognized as an inflow of resources (revenue) until that time.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net position available for benefits date but before financial statements are issued or are available to be issued. These events and transactions either provide additional evidence about conditions that existed at the date of the statement of net position available for benefits, including the estimates inherent in the process of preparing financial statements (that is, recognized subsequent events), or provide evidence about conditions that did not exist at the date of the statement of net position available for benefits but arose after that date (that is, non-recognized subsequent events).

The Plan has evaluated subsequent events through June 16, 2015, which was the date that these financial statements were available for issuance, and determined that there were no significant non-recognized subsequent events through that date.

4. RETIREMENT BENEFITS

Retirement benefits for Plan employees are provided under a separate State plan and are funded by State appropriations which are invested and accounted for by other State agencies.

5. DEPOSITS AND INVESTMENTS

Deposits

Deposits in the custody of the State Treasurer are pooled and invested with other State funds in accordance with the Deposit of State Moneys Act of the Compiled Statutes (15 ILCS 520/11). Funds held by the State Treasurer have not been categorized as to credit risk because the Plan does not own individual securities. Detail on the nature of these deposits and investments are available within the State of Illinois' Comprehensive Annual Financial Report.

Investments

The Plan's investment policy allows investment options selected by the Illinois State Board of Investment (Board) after satisfactory review of such factors as the investment experience of the underlying manager, the suitability of the investment approach used, and the investment record.

The Plan assets shall be invested with care, skill and diligence that would be applied by a prudent professional investor, acting in a like capacity and knowledgeable in the investment of retirement funds and all transactions undertaken on behalf of the Plan shall be for the sole interest of Plan participants and beneficiaries.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

5. DEPOSITS AND INVESTMENTS (Continued)

Investments – Continued

The objective of the Board is to offer a sufficient range of investment options to allow participants to diversify their account balances and construct portfolios that reasonably span the risk/return spectrum.

In accordance with governmental accounting standards, the net position held in trust for deferred compensation benefits includes \$705,322 and \$781,845 at December 31, 2014 and 2013, respectively, of annuities due to retired participants who are receiving monthly benefits. The accounts of those participants electing annuity payments have been liquidated and closed by the Plan recordkeeper on the scheduled accounting date and the proceeds were used by the Plan to purchase an annuity on behalf of the participant, but not in the participant's name.

The fair market value of investments and annuities are summarized as follows:

	<u>2014</u>	<u>2013</u>
Stable Return Fund:		
Investment contracts – synthetic investment funds:		
Voya/ING Life Insurance & Annuity Co.	\$ 49,032,846	\$ 222,340,942
Monumental Life Insurance Co.	45,661,662	215,217,820
Prudential Insurance Co.	50,985,033	226,115,096
New York Life Insurance Co.	46,416,161	182,252,339
State Street Bank	44,852,057	-
Northern Trust Co.	<u>622,609,167</u>	<u>30,357,141</u>
Total Stable Return Fund	<u>859,556,926</u>	<u>876,283,338</u>
Bond Trust Funds:		
# T. Rowe Price Bond Trust I	<u>95,943,326*</u>	<u>92,363,708*</u>
Equity Trust Funds:		
Wellington Trust Diversified Growth	62,750,918	50,377,417
Lord Abbett Large Cap Core Strategy Account	-	145,519,660
Invesco International Growth Equity Trust	113,569,390	118,550,820
LSV Value Equity Separate Account	82,962,208*	55,475,047
Ariel Fund Separate Account	176,190,193*	148,116,319
Northern Small Cap Separate Account	46,139,667	38,303,935
Northern Trust Collective Russell 2000	14,008,243	8,960,190
Northern Trust Collective S&P 400	17,012,290	7,505,997
Northern Trust Collective MSCI ACWI	<u>24,604,978</u>	<u>3,087,269</u>
Total Equity Trust Funds	<u>537,237,887</u>	<u>575,896,654</u>

* Plan's investment amount is greater than five percent of investment fund's total assets.

Debt Investment Fund

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

5. DEPOSITS AND INVESTMENTS (Continued)

	<u>2014</u>	<u>2013</u>
Mutual Funds:		
Columbia Acorn Fund	\$ 953,940,497*	\$ 1,157,804,340*
Fidelity Puritan Fund	368,240,979	320,585,005
T. Rowe Price Retirement Income Fund	24,757,183	21,380,581
T. Rowe Price Retirement 2005 Fund	8,653,929	7,861,494
T. Rowe Price Retirement 2010 Fund	50,104,469	47,864,231
T. Rowe Price Retirement 2015 Fund	84,470,364	74,155,804
T. Rowe Price Retirement 2020 Fund	120,616,036	96,466,265
T. Rowe Price Retirement 2025 Fund	66,912,536	48,134,231
T. Rowe Price Retirement 2030 Fund	55,228,676	42,261,317
T. Rowe Price Retirement 2035 Fund	29,991,390	23,145,124
T. Rowe Price Retirement 2040 Fund	27,302,462	19,596,182
T. Rowe Price Retirement 2045 Fund	11,224,183	8,634,518
T. Rowe Price Retirement 2050 Fund	3,332,507	2,207,232
T. Rowe Price Retirement 2055 Fund	5,443,316	3,475,537
# Vanguard Total Bond Market Index Fund	121,356,969	114,929,334
Vanguard Institutional Index Fund	594,634,480	347,641,044
Vanguard Money Market Reserves	84,288,490	83,123,075
William Blair Int'l Sm Cap Growth Fund	6,015,843	6,490,250
Janus Adviser International Growth Fund	-	24,182,239
Total Mutual Funds	<u>2,616,514,309</u>	<u>2,449,937,803</u>
Annuities:		
Equitable Life Assurance Society	15,158	21,357
First Colony Life Insurance Co.	22,694	29,754
Hartford Life Insurance Co.	10,607	17,515
IDS Financial Services, Inc.	1,050	1,050
Lincoln National Life	35,796	39,707
Massachusetts Mutual Life Insurance Co.	1,580	1,580
Metropolitan Life Insurance Co.	204,429	218,069
New York Life Insurance Co.	17,513	20,765
Northwestern Mutual Life Insurance Co.	1,954	1,954
Prudential Insurance Co.	5,776	11,423
State Farm Life Insurance Co.	42,334	55,347
The Travelers Insurance Co.	346,431	363,324
Total annuities	<u>705,322</u>	<u>781,845</u>
Total investments	<u>\$ 4,109,957,770</u>	<u>\$ 3,995,263,348</u>

* Plan's investment amount is greater than five percent of investment fund's total assets.

Debt Investment Fund

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

5. DEPOSITS AND INVESTMENTS (Continued)

Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to the investment, the Plan will not be able to recover the value of its investments that are in possession of an outside party. None of the Plan's investments are subject to custodial credit risk.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. However, the Plan is a long-term retirement savings program with guidelines that consider a consistency of performance compared to set benchmarks and peer groups over the longer term rather than relying on an occasional exceptional year or short period of poor performance. Therefore, emphasis is placed on the long-term objectives of the investment vehicles. Interim performance reviews are conducted to continually monitor the investment vehicles to detect any significant changes or irregular progression that may prove to be outside the realm of the occasional short-term underperformance.

Credit Risk

The Plan does have formal investment policies in place regarding the number of investment options offered in each asset class (e.g. Large Growth stock fund, Large Value stock fund, and Money Market fund). Each of these options also has a performance benchmark, which it is measured against. Over a complete market cycle, each investment option's annualized total return, after deducting fees, is expected to perform above the median of similar portfolios for that investment objective in a comparable universe of investment options. A Watch List is utilized by the Plan for investment options that fail to meet expectations. The Plan employs an independent investment consultant who may recommend to the Illinois State Board of Investments to terminate an investment option based on the failure to adhere to stated investment objectives or strategies; substantial changes in investment objectives; material organizational changes; underperformance of the stated objective; or failure to maintain appropriate diversification. The Plan also has formal procedures for the replacement or dismissal of these investment options.

At December 31, 2014, the following debt investment funds were rated as follows:

		<u>Average Maturity</u>
T. Rowe Price Bond Trust I	AAA(S&P)	7.71 years
Vanguard Total Bond Market Index Fund	AAA(S&P)	7.70 years

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

6. PLAN ADMINISTRATION

By statute, the Department administers the Plan. The Department has entered into a contract for recordkeeping services to be performed by T. Rowe Price Retirement Plan Services, Inc.

- A. Asset charges intended to cover the costs of administration, including recordkeeping, are computed monthly, withdrawn from participants' accounts and recorded as revenue. Since inception, the Plan has been able to consistently lower the fee structure. In 2006, the annual fee was .15 percent on the total account value with a maximum of \$35. The maximum fee was reduced in 2007 to \$30. Effective January 2008, the Board declared a fee holiday and there have been no annual fees charged to the participants. This is an effort to reduce the balance of the Plan Fee Expense Account to an amount equal to approximately one years' worth of expenses. Effective January 1, 2014, the Board reinstated the participant fee in the amount of \$7.50 per quarter.
- B. For the Stable Return Fund, the investment management fees assessed by Invesco are calculated daily, based on values during the quarter, in accordance with an annual fee rate applied to billable assets value. The fees are paid on a quarterly basis.

The billable assets value is determined at the end of each preceding calendar month based on 100 percent of total guaranteed investment contract assets. The annual fee rate schedule is as follows:

- .15 Percent of the first \$50 million of billable assets,
- .10 Percent of the next \$250 million of billable assets, and
- .05 Percent of billable assets in excess of \$300 million.

The mutual funds take their fund expenses, including investment management fees, before any dividends and/or capital gains are declared. Their fees and expenses are amortized and charged to the funds on an ongoing basis and shared equally by all other shareholders of the mutual funds. These fees are factored into fund price and are not easily identifiable.

With the introduction of Separate accounts in recent years, (shown as Equity and Bond Trust and Stable Return Funds), the investment management fees and custodial fees are paid directly out of the funds and are shown separately on the financial statements as investment expenses since they are readily identifiable investment-related costs.

- C. Effective January 1, 2008, the Illinois State Board of Investment (ISBI) entered into a new agreement with T. Rowe Price Retirement Plan Services, Inc. for expanded recordkeeping services. This agreement was renegotiated and, as of April 1, 2010, the fees were reduced to \$35 per participant per year (\$8.75 per quarter).

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN
NOTES TO FINANCIAL STATEMENTS (Continued)

6. PLAN ADMINISTRATION (Continued)

This recordkeeping fee was reduced by reimbursements of recordkeeping expenses from the participating investment funds as follows:

Reimbursements of \$2,088,420 exceeded fees of \$1,883,310 by \$205,110 for 2014.
Reimbursements of \$2,323,255 exceeded fees of \$1,855,653 by \$467,602 for 2013.

The Plan Fee Expense account (formerly known as the Reimbursement cash account) held at T. Rowe Price Retirement Plan Services, Inc. earned interest of \$313 for 2014 and \$196 for 2013.

7. TAX STATUS

The Plan constitutes an eligible deferred compensation plan under Section 457 of the Internal Revenue Code and, therefore, the amounts of compensation (and earnings thereon) deferred by employees participating in the Plan are not subject to federal income tax withholding nor are they includable in taxable income until actually paid or otherwise made available to the participant, a beneficiary, or an estate. In addition, early distributions are not subject to the 10% federal tax penalty.

For Illinois income tax purposes, per private letter ruling issued by the Illinois Department of Revenue on February 18, 1977, compensation deferred under the Plan will be treated the same as for federal income tax. On December 19, 1988, the Illinois Department of Revenue ruled that distributions from Internal Revenue Code Section 457 plans are not taxable under the Illinois Income Tax Act. Distributions qualify as Illinois income tax subtraction modifications and are not subject to withholding.

Amounts deferred are subject to social security taxes in the year deferred. Benefit payments under the Plan do not constitute earnings and thus are not subject to social security taxes in the year received as clarified by Social Security Act Amendments of 1983, P.L. 98-21.

The Plan obtained its latest determination letters on October 7, 1976 and February 18, 1977 for federal and state rulings, respectively. The Plan has been amended since receiving the determination letters. However, the Plan Administration (the Department) believes the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code.

SUPPLEMENTARY INFORMATION

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

COMBINED SCHEDULES OF RECEIPTS, DISBURSEMENTS, AND

CHANGES IN CASH BALANCES

Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
RECEIPTS		
Participant deferrals	\$ 164,808,736	\$ 158,250,254
Participant accounts transferred in from other qualified retirement plans	4,935,555	5,522,076
Transfer from Plan Fee Expense account	750,000	-
Interest received:		
State Treasury	13,134	15,103
Other	2,940	21
Total receipts	<u>170,510,365</u>	<u>163,787,454</u>
DISBURSEMENTS		
Transfers to service agent for investment	168,694,979	164,657,933
Administrative costs	1,270,105	1,168,182
Refunds	27,774	86,683
Total disbursements	<u>169,992,858</u>	<u>165,912,798</u>
EXCESS (DEFICIENCY) OF RECEIPTS OVER DISBURSEMENTS	517,507	(2,125,344)
CASH BALANCE, BEGINNING OF YEAR	<u>3,259,401</u>	<u>5,384,745</u>
CASH BALANCE, END OF YEAR	<u>\$ 3,776,908</u>	<u>\$ 3,259,401</u>

Note: The above schedule presents the combined cash transactions, and summarizes cash receipts and cash disbursements in the State Employees' Deferred Compensation Plan Fund in the State Treasury. The ending cash balance has been reconciled to the balance reported by the State Comptroller.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

SUMMARY SCHEDULES OF INVESTMENT INCREASES,

DEDUCTIONS, AND BALANCES

Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
INVESTMENT INCREASES		
Deferral contributions	\$ 164,577,574	\$ 161,023,308
Participant accounts transferred in from other qualified retirement plans	5,546,252	6,039,878
Reinvested income	228,938,541	139,408,580
Loans repaid	10,396,814	5,346,679
Interest from participant loans	1,274,848	768,227
Net appreciation (depreciation) in value	(24,242,913)	468,866,151
Total increase	<u>386,491,116</u>	<u>781,452,823</u>
INVESTMENT DEDUCTIONS		
Distributions:		
Terminations	71,713,821	73,926,309
Beneficiary distributions	9,496,889	5,860,714
Hardship	2,086,720	1,290,456
Total distributions	<u>83,297,430</u>	<u>81,077,479</u>
Participant accounts transferred out to other plans	166,736,445	152,191,055
Loans paid out	18,862,957	35,179,030
Loan initiation fees paid out	132,300	242,325
Participant fees paid from accounts	1,363,140	-
Investment expenses	1,404,422	1,331,470
Total deductions in response to distribution qualifying events	<u>271,796,694</u>	<u>270,021,359</u>
NET INCREASE (DECREASE) IN INVESTMENTS DURING THE YEAR	114,694,422	511,431,464
INVESTMENT BALANCE, BEGINNING OF YEAR	<u>3,995,263,348</u>	<u>3,483,831,884</u>
INVESTMENT BALANCE, END OF YEAR	<u>\$4,109,957,770</u>	<u>\$3,995,263,348</u>
NUMBER OF PARTICIPANTS	<u>52,113</u>	<u>51,343</u>
AVERAGE ACCOUNT VALUE	<u>\$ 78,866</u>	<u>\$ 77,815</u>
LARGEST ACCOUNT VALUE	<u>\$ 2,180,918</u>	<u>\$ 2,408,537</u>
SMALLEST ACCOUNT VALUE	<u>\$ 10</u>	<u>\$ 10</u>

Note: This schedule summarizes amounts withheld from State employees under the deferred compensation program and which were invested in the various investment vehicles of the Plan. Due to timing differences relating to the deposit of funds into the various investment vehicles, certain amounts may be included in the cash balance at year-end and balances reflected on this schedule may not agree with balances reported on the Statement of Plan Net Position.

ILLINOIS STATE EMPLOYEES' DEFERRED COMPENSATION PLAN

SCHEDULES OF ADMINISTRATIVE COSTS

Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Salaries	\$ 638,563	\$ 579,125
Fringe benefits	502,439	451,542
Telecommunication services	-	112
Computer software and services	73,436	56,925
Travel	1,912	378
Contractual services	90,647	90,768
Printing	1,357	1,232
Other	216	150
Office supplies	<u>1,353</u>	<u>725</u>
TOTAL ADMINISTRATIVE COSTS	<u><u>\$ 1,309,923</u></u>	<u><u>\$ 1,180,957</u></u>

Note: The above schedule summarizes the administrative costs incurred by the Department of Central Management Services in connection with the Deferred Compensation Plan. These costs are stated on an accrual basis and have been paid from the State Employees' Deferred Compensation Plan Fund. Annual appropriations are made to the Department from the Plan for these administrative expenses. Purchases of investments in the various funds and payments of benefits to participants are made under continuing appropriations provided under Public Act 80-1181, effective January 30, 1978.

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED
ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE
WITH *GOVERNMENT AUDITING STANDARDS***

Honorable William G. Holland
Auditor General
State of Illinois

As Special Assistant Auditors for the Auditor General, we have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the State Employees' Deferred Compensation Plan Fund (755) of the State of Illinois, Department of Central Management Services, as of and for the years ended December 31, 2014 and 2013, and the related notes to the financial statements, and have issued our report thereon dated June 16, 2015.

Internal Control Over Financial Reporting

In planning and performing our audits of the financial statements, we considered the State of Illinois, Department of Central Management Services' internal control over financial reporting (internal control) of the State Employees' Deferred Compensation Plan Fund (755) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the State of Illinois, Department of Central Management Services' internal control. Accordingly, we do not express an opinion on the effectiveness of the State of Illinois, Department of Central Management Services' internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control of the State Employees' Deferred Compensation Plan Fund (755) that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the State of Illinois, Department of Central Management Services' State Employees' Deferred Compensation Plan Fund's (755) financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audits, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the State of Illinois, Department of Central Management Services' internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the State of Illinois, Department of Central Management Services' internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in dark ink, appearing to read "S. Krich" followed by a stylized flourish.

Springfield, Illinois
June 16, 2015