STATE OF WISCONSIN PUBLIC EMPLOYEES **DEFERRED COMPENSATION PLAN** AND TRUST Madison, Wisconsin

FINANCIAL STATEMENTS

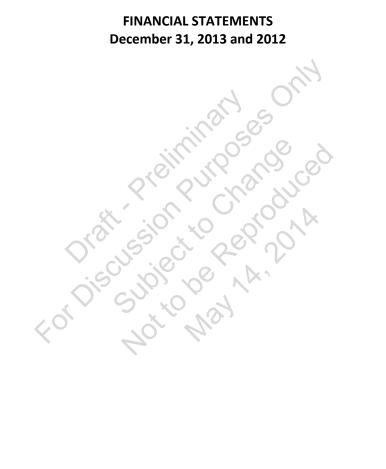


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For Dischlor May	

STATE OF WISCONSIN PUBLIC EMPLOYEES DEFERRED COMPENSATION PLAN AND TRUST MANAGEMENT'S DISCUSSION AND ANALYSIS

This section presents management's discussion and analysis of the Wisconsin Public Employees Deferred Compensation Plan and Trust (the Plan) financial performance, which provides an overview of the Plan's financial position and activities as of December 31, 2013, 2012 and 2011 and for the years then ended. It is presented as required supplemental information to the financial statements.

FINANCIAL HIGHLIGHTS

- Net position available for plan benefits increased by \$625 million during the year ended December 31, 2013 from \$3.0 billion at December 31, 2012 to \$3.6 billion at December 31, 2013. This increase was primarily due to employee contributions and investment income offset by distributions to participants. Net position available for plan benefits increased by \$334 million during the year ended December 31, 2012 from \$2.7 billion at December 31, 2011 to \$3.0 billion at December 31, 2012. This increase was primarily due to employee contributions and investment income offset by distributions to participants. Refer to fund rate of return information in the next bulleted financial highlight.
- Investment income earned on mutual funds increased from \$289 million for the year ended December 31, 2012 to \$587 million for the year ended December 31, 2013 due to more favorable market conditions in 2013 as compared to 2012. Investment income earned on mutual funds increased from \$1.4 million for the year ended December 31, 2011 to \$289 million for the year ended December 31, 2012 due to more favorable market conditions during 2012 as compared to 2011. The plan's rate of return on mutual fund investments was approximately 22.69%, 13.51% and 0.07% for the years ending December 31, 2013, 2012 and 2011, respectively.
- Interest income earned on fixed earning investments was \$12.8 million, \$15.6 million and \$16.5 million for the years ended December 31, 2013, 2012 and 2011, respectively. Changes in interest income relate directly to the balance of fixed earning investments during the year and changes in their respective interest rates. See Note 1 in the Notes to Financial Statements for information regarding interest rates.
- The change in the value of the self-directed option (SDO) directly relates to participant contributions and income earned on participant SDO accounts. The value of the SDO increased from December 31, 2012 to December 31, 2013 by \$6.8 million, compared to an increase of \$3.9 million from December 31, 2011 to December 31, 2012.
- Employee contributions increased from \$136.7 million for the year ended December 31, 2012 to \$139.1 million for the year ended December 31, 2013. Employee contributions decreased from \$147.5 million for the year ended December 31, 2011 to \$136.7 million for the year ended December 31, 2012. The change from 2012 to 2013 was primarily due to the change in the average contribution per participant as well as fluctuations in the number of active plan participants from year to year. Part of the decrease from 2011 to 2012 can likely be attributed to the 2011 Wisconsin Acts 10 and 32. This new state legislation led to increases in employee-paid contributions to their health insurance premiums and the state's defined benefit plan, and resulted in many participants having fewer discretionary funds available to contribute to the Plan. There were 45,501; 44,866 and 44,766 active plan participants as of December 31, 2013, 2012 and 2011, respectively.

STATE OF WISCONSIN PUBLIC EMPLOYEES DEFERRED COMPENSATION PLAN AND TRUST MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL HIGHLIGHTS (CONTINUED)

• Distributions to participants increased from \$122.6 million for the year ended December 31, 2012 to \$136.7 million for the year ended December 31, 2013. Distributions to participants increased from \$120.8 million for the year ended December 31, 2011 to \$122.6 million for the year ended December 31, 2012. These changes were primarily due to changes in the number of individuals receiving distributions from year to year. There were 8,044, 7,447 and 6,813 individuals who received a distribution during the years ended December 31, 2013, 2012 and 2011, respectively.

OVERVIEW OF THE FINANCIAL STATEMENTS

This financial report consists of the Statements of Net Position Available for Plan Benefits and the Statements of Changes in Net Position Available for Plan Benefits. These statements provide information about the financial position and activities of the Plan as a whole. These amounts are included in the Statement of Fiduciary Net Position on the State of Wisconsin's financial statements.

The following Summary of Net Position Available for Plan Benefits and the Summary of Changes in Net Position Available for Plan Benefits provide information about the financial position and activities of the Plan as a whole.

Table 1
Summary of Net Position Available for Plan Benefits

Ole de	December 31,	December, 31,	December 31,
	2013	2012	2011
Investments	\$ 3,652,435,137	\$ 3,026,946,167	\$ 2,693,011,918
Receivables - contributions	318,847	<u>375,416</u>	714,309
Total assets	3,652,753,984	3,027,321,583	2,693,726,227
Administrative expenses payable	2,104,969	1,970,087	2,051,142
Net position available for plan benefits	<u>\$ 3,650,649,015</u>	<u>\$ 3,025,351,496</u>	<u>\$ 2,691,675,085</u>

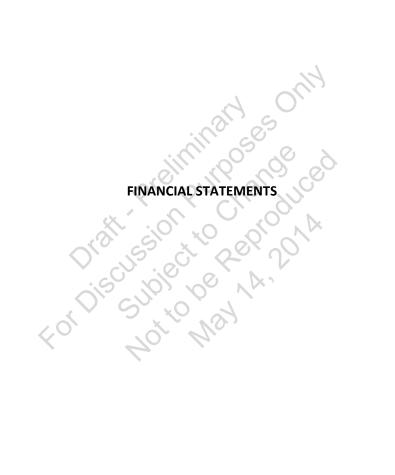
STATE OF WISCONSIN PUBLIC EMPLOYEES DEFERRED COMPENSATION PLAN AND TRUST MANAGEMENT'S DISCUSSION AND ANALYSIS

Table 2
Summary of Changes in Net Position Available for Plan Benefits

	2013		2012		2011
Additions				_	
Employee contributions	\$	139,088,280	\$	136,726,664	\$ 147,517,466
Transfers-in from other plans		19,176,105		13,130,224	11,492,572
Investment income:					
Interest income		12,796,976		15,558,042	16,464,357
Mutual fund investment income		586,959,202		289,397,148	1,414,346
Change in value of self-directed option		6,800,480		3,929,276	 (2,792,554)
Total additions		764,821,043		<u>458,741,354</u>	 174,096,187
				413	
Deductions		~			
Distributions to participants		136,747,146	; `	122,588,572	120,783,449
Administrative expenses		2,484,410		2,159,835	1,926,503
Change in value of group annuity policy		291,968	<u></u>	316,536	 386,198
	.0	n 9n ii	Θ	-60	
Total deductions		139,523,524	-	125,064,943	 123,096,150
			0)		
Net increase	\$	625,297,519	\$	333,676,411	\$ 51,000,037

FINANCIAL CONTACT

The Plan's financial statements are designed to present users with a general overview of the Plan's finances and to demonstrate the trustees' accountability. If you have questions about the report or need additional financial information, contact the Deferred Compensation Director for the Department of Employee Trust Funds at P.O. Box 7931, Madison, Wisconsin 53707-7931.



STATE OF WISCONSIN PUBLIC EMPLOYEES DEFERRED COMPENSATION PLAN AND TRUST STATEMENTS OF NET POSITION AVAILABLE FOR PLAN BENEFITS December 31, 2013 and 2012

		2013	 2012
ASSETS			
Investments:			
Fixed earnings investments	\$	705,125,007	\$ 676,658,133
Variable earnings investments		2,881,758,642	2,291,245,059
Self-directed option		64,007,471	57,206,990
Annuity investments		1,544,017	 1,835,985
Total investments		3,652,435,137	3,026,946,167
Receivable - contributions		318,847	 375,416
Total assets	K	3,652,753,984	3,027,321,583
LIABILITIES			
Administrative expenses payable		2,104,969	 1,970,087
	2	>	
NET POSITION AVAILABLE FOR PLAN BENEFITS	\$	3,650,649,015	\$ 3,025,351,496
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STATE OF WISCONSIN PUBLIC EMPLOYEES DEFERRED COMPENSATION PLAN AND TRUST STATEMENTS OF CHANGES IN NET POSITION AVAILABLE FOR PLAN BENEFITS Years Ended December 31, 2013 and 2012

		2013	 2012
ADDITIONS			
Employee contributions	\$	139,088,280	\$ 136,726,664
Transfers-in from other plans Investment income:		19,176,105	13,130,224
Interest income		12,796,976	15,558,042
Investment income from variable			
earnings investments		586,959,202	289,397,148
Change in value of self-directed option		6,800,480	 3,929,276
Total additions		764,821,043	458,741,354
	V	_	_
DEDUCTIONS	$\langle j \rangle$		
Distributions to participants		136,747,146	122,588,572
Administrative expenses		2,484,410	2,159,835
Change in value of group annuity policy		291,968	316,536
1111, 00, 10	(
Total deductions	60	139,523,524	125,064,943
6/2 60 - NO. 7/2			
NET INCREASE	(Dx	625,297,519	333,676,411
NET POSITION AVAILABLE FOR PLAN BENEFITS.			
BEGINNING OF PERIOD	7	3,025,351,496	2,691,675,085
DEGINATING OF PERIOD		· · · · ·	· · ·
NET POSITION AVAILABLE FOR PLAN BENEFITS,			
END OF PERIOD	\$	3,650,649,015	\$ 3,025,351,496

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The State of Wisconsin Public Employees Deferred Compensation Plan and Trust (the Plan) was established in 1981 pursuant to Wisconsin State Statute Section 40.80.

In accordance with Section 457 of the Internal Revenue Code (IRC), the Plan limits the amount of an employee's annual contributions to an amount not to exceed the lesser of \$17,500 or 100% of the employee's includable compensation and \$17,000 or 100% of the employee's includable compensation for years 2013 and 2012, respectively. In 2010, the federal government passed the Small Business Jobs Act of 2010, which allows 457 plans such as the Wisconsin Deferred Compensation (WDC) Program to offer a Roth contribution option effective January 1, 2011. Roth contributions are made with after-tax dollars. Participants may withdraw WDC Roth contributions and earnings income tax and penalty free once they have held the account for at least five years and severed employment. The WDC opened the WDC Roth contribution option to participants on July 1, 2011. The Plan also provides certain catch-up contribution provisions for participants age 50 or older and for participants within three years of their normal retirement age. Amounts contributed by employees are deferred for federal and state income tax purposes until benefits are paid to the employees. The Plan allows the employer to make contributions to the Plan on behalf of employees. No such contributions were made in 2013 or 2012.

Under the Plan provisions, employees of the State of Wisconsin and public employers in Wisconsin that elect to participate are eligible to contribute to the Plan through payroll deductions. As of December 31, 2013 and 2012, approximately 45% of the Plan assets were applicable to State employees and the remaining 55% represent the assets of other Wisconsin public employers participating in the Plan.

Under provisions of the Small Business Job Protection Act of 1996 (SBJPA), which became effective for plan years beginning after December 31, 1996, assets of IRC Section 457 plans must be held in a trust, custodial account, or annuity contract for the exclusive benefit of employees and beneficiaries. In March 2006, Wisconsin Act 150 was signed into law, creating Code Section s.40.80 (2)(g) of the Wisconsin Statutes. Section s.40.80 (2)(g) incorporates requirements of the federal tax code by establishing the Wisconsin Deferred Compensation (WDC) Program as a trust. Furthermore, it established the Deferred Compensation Board members as trustees with fiduciary responsibilities.

The Plan is governed by the Wisconsin Deferred Compensation Board (the Board) and is administered by a third party. The Board is also the trustee of the Plan.

Employees electing to participate in the Plan may contribute to or exchange within any of the following investment options:

- Fixed earnings investment of the Stable Value option managed by Galliard Capital Management, Inc.
- Fixed earnings investment in a FDIC option managed by Nationwide Bank (the FDIC option was provided by BMO Harris Bank until November, 16 2013 and was transferred to Nationwide Bank on November 17, 2013);

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

General (continued)

- Group annuity option managed and underwritten by Great-West Life & Annuity Insurance Company;
- Variable earnings investments options consisting of select mutual funds;
- Self-directed option Personal Choice Retirement Accounts (PCRA) offered by Charles Schwab & Co., Inc. Participants may exchange funds accumulated in the core options of the Plan to a PCRA account, which provides approximately 3,000 additional investment offerings other than the Plan's core options

Employees may withdraw the value of the funds contributed to the Plan upon termination of employment with the employer, retirement, death, or financial hardship. Employees, or their beneficiaries, may select various payout options which include lump sum or periodic payments.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and present the net position available for plan benefits and the net changes in position.

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.

Contributions and Contributions Receivable

Employee contributions are recognized when such amounts are withheld. Contributions receivable represent amounts withheld from employees but not yet received or remitted to the investment carriers at fiscal year-end and these receivables approximate fair value.

Investment Valuation

Fixed earnings investments are valued as reported by Galliard Capital Management and Nationwide Bank at fair value, which represents contributions received plus interest income earned to date less applicable charges and amounts withdrawn.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation (Continued)

Variable earnings investments (mutual funds) and personal choice retirement accounts are presented at fair value based on published quotations. All purchases and sales are recorded on a trade-date basis.

Assets held for annuity payout reserves and allocated insurance contracts are actuarially valued as reported by Great-West Life and approximate fair value.

Distributions

Distributions are recorded at the time withdrawals are made from participant accounts.

Mutual Fund Investment Income

Mutual fund investment income consists of dividend income and realized and unrealized gains and losses attributed to the mutual funds and personal choice retirement accounts.

Interest Income

The Stable Value option paid interest ranging from 2.10% to 2.52% and 2.63% to 3.01% during the years ended December 31, 2013 and 2012, respectively. At December 31, 2013 and 2012, the actual crediting rate was 2.10% and 2.63%, respectively.

The FDIC option, managed by BMO Harris, paid interest of 0.45% during the year ended December 31, 2013 and interest ranging from 0.45% to 0.58% during the year ended December 31, 2012. On November 17, 2013, the FDIC option was transferred to Nationwide and paid interest of 0.30% during the year ended December 31, 2013. At December 31, 2013 and 2012, the actual crediting rate was 0.30% and 0.45%, respectively.

Interest income is recorded as earned on the accrual basis.

Participants' Accounts

Earnings are credited to individual participants' accounts based upon the investment performance of each specific option selected.

Transfers-In from Other Plans

Transfers-in represent the balances of assets transferred by employees from other eligible plans.

Related Party Transactions

Certain members of the Deferred Compensation Board, Wisconsin Retirement Board, Teachers Retirement Board, Group Insurance Board and Employee Trust Funds Board are participating or retired members of the Plan.

NOTE 2 – INVESTMENTS

Investments held in the name of the Plan at December 31, 2013 and 2012 were as follows. Investments marked with an asterisk (*) represent individual investment options, which exceed 5% of the net position available for plan benefits as of December 31, 2013 and 2012. Investments marked with two asterisks (**) represent international mutual funds.

	Fair and Carrying Value				
	2013		2012	•	
Fixed earnings investments: Stable Value Nationwide Bank	\$ 611,237,413 93,887,594		\$ 579,012,885 97,645,248	*	
Total fixed earnings investments	705,125,007		676,658,133		
Variable earnings investments: Fidelity Contrafund Vanguard Wellington Fund Admiral Shares	520,846,774 393,618,475	*	405,451,290 329,418,406	* *	
T. Rowe Price Mid-Cap Growth Fund Vanguard Institutional Index Fund Plus Shares - Institutional Plus Shares DFA US Micro Cap Fund	352,800,098 326,038,143 240,172,690	*	263,466,756 242,186,672 163,616,396	*	
American Funds Europacific Fund - Class R6 BlackRock Mid Cap Equity Index Fund - Collective W Vanguard Target Retirement 2025 Fund Vanguard Long-Term Investment Grade Fund Admiral Shares Vanguard Target Retirement 2015 Fund BlackRock EAFE Equity Index Fund - Class W BlackRock U.S. Debt Index Fund - Class W	155,335,892 143,849,257 102,771,915	**	124,794,984 106,514,373 72,112,419	**	
Vanguard Long-Term Investment Grade Fund Admiral Shares Vanguard Target Retirement 2015 Fund	100,616,335 90,697,504		130,984,350 74,059,423		
Vanguard Target Retirement 2015 Fund BlackRock EAFE Equity Index Fund - Class W BlackRock U.S. Debt Index Fund - Class W Vanguard Target Retirement 2035 Fund	85,532,472 67,707,436 67,299,955	**	74,361,486 55,511,920 47,270,986	**	
BlackRock Russell 2000 Index Collective T Calvert Social Investment Fund - Equity Portfolio - Class I Vanguard Target Retirement 2045 Fund	54,286,531 40,018,327 36,632,680		35,839,164 30,671,828 25,356,618		
Vanguard Admiral Treasury Money Market Fund - Admiral Shares Vanguard Target Retirement Income Fund Federated U.S. Government Securities Fund - 2-5	33,830,166 33,535,532		37,914,616 34,073,470		
Institutional Shares Vanguard Target Retirement 2055 Fund	32,026,113 4,142,347	-	36,151,224 1,488,678		
Total variable earnings investments Self-directed option: Personal Choice Retirement Accounts - Charles Schwab	2,881,758,642	<u>-</u>	2,291,245,059		
Group Annuity Policy: Great West Life	1,544,017		1,835,985		
Total investments	\$ 3,652,435,137	= :	\$ 3,026,946,167		

NOTE 2 – INVESTMENTS (CONTINUED)

At December 31, 2013 and 2012, the Stable Value option fixed earnings investment totaling \$2,104,969 and \$1,970,087, respectively, was payable to the Board for Plan administration costs.

The fixed earning investments with Nationwide Bank are insured by the Federal Deposit Insurance Corporation up to \$250,000 per participant. At December 31, 2013 and 2012, 308 and 281 accounts of individual participants held more than \$250,000, respectively.

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the Plan would not be able to recover the value of its deposits, investments, or collateral securities that were in the possession of an outside party. Investment securities are exposed to custodial credit risk if they are uninsured or not registered in the name of the Plan and are held by either the counterparty or the counterparty's trust department or agent, but not in the Plan's name.

The Stable Value option and the mutual funds do not have securities that are used as evidence of the investments and therefore are not exposed to custodial credit risk.

Interest rate risk is the risk that changes in interest rates that will adversely affect the value of an investment.

Credit risk is the risk that the Plan will lose money because of the default of the security of the issuer or investment counterparty. The stable value option and the variable earnings mutual funds are unrated.

Concentration of credit risk is the risk of loss attributed to the magnitude of the Plan's investment in a single issuer. The Plan's investments are managed by several fund managers. The concentrations of investments are determined by the participants' elections to invest in the available investment options as selected by the Board. The investments that exceed 5% are identified on page 12.

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of the investment. The Plan allows the option of investments in mutual funds of countries outside the U.S. that invest in securities not required to disclose the individual assets within the fund. The fair value of these investments was \$240,868,364 and \$199,156,470 as of December 31, 2013 and 2012, respectively. The individual funds are identified on page 12.

NOTE 2 – INVESTMENTS (CONTINUED)

As of December 31, 2013 and 2012, the Plan had the following investments and maturities in its fixed earnings and mutual fund investments, which included investments in bonds.

	2013					
•			Weighted			Weighted
			Average			Average
		Fair Value	Maturity		Fair Value	Maturity
Fixed earnings investment:					_	
Stable Value	\$	611,237,413	2.78	\$	579,012,885	3.64
Variable earnings investments:			4			
Vanguard Wellington Fund Admiral Shares		393,618,475	8.40		329,418,406	8.90
Vanguard Target Retirement 2025 Fund		102,771,915	7.56		72,112,419	6.90
Vanguard Long-Term Investment Grade Fund		9				
Admiral Shares		100,616,335	23.10		130,984,350	24.90
Vanguard Target Retirement 2015 Fund		90,697,504	7.02		74,059,423	7.19
BlackRock U.S. Debt Index Fund - Class W		67,707,436	6.87		55,511,920	6.32
Vanguard Target Retirement 2035 Fund	1	67,299,955	7.56		47,270,986	6.90
Vanguard Target Retirement 2045 Fund	V	36,632,680	7.56		25,356,618	6.90
Vanguard Target Retirement Income Fund		33,535,532	6.49		34,073,470	7.67
Federated U.S. Government Securities Fund - 2-5		0),	, Dx			
Institutional Shares		32,026,113	3.50		36,151,224	3.70
0, 112, 30,		Go. J.	,			

An agreement was reached between the Board and Great-West Life on April 27, 1994, whereby the Plan purchased a single premium group annuity policy on May 1, 1994 for \$12,946,917 (the balance in the annuity payout reserve at the time of purchase). Under the terms of the policy, Great-West Life assumed the contractual liability for the remaining annuity terms and amounts and assumed all risk related to market fluctuation. The actuarial value of the group annuity contracts, as determined by Great-West Life, was \$1,544,017 and \$1,835,985 at December 31, 2013 and 2012, respectively.

NOTE 3 – PLAN ADMINISTRATION

The Plan receives periodic recordkeeping fee payments from certain investment companies. Such fees are paid to the Board to support Board costs, which include the contractual fee paid to the third-party administrator, Great-West Life.

Each participant in the Plan is charged a fee based upon their account balance and a tiered dollar charge.

Participant	Monthly/Annual		
Account Balance	Participant Fee		
\$1 - \$5,000	\$0/\$0		
\$5,001 - \$25,000	\$1/\$12		
\$25,001 - \$50,000	\$2/\$24		
\$50,001 - \$100,000	\$4/\$48		
\$100,001+	\$5.50/\$66		

NOTE 3 – PLAN ADMINISTRATION (CONTINUED)

Fees assessed in excess of the Plan administrative expenses as of December 31, 2013 and 2012, were \$2,104,969 and \$1,970,087, respectively. At the Board's discretion, these excess fees are invested and available to defray future administrative expenses and participant fee increases.

NOTE 4 – TAX STATUS

The Plan is reviewed by legal counsel to ensure conformity with Section 457 of the IRC. Accordingly, any amount of compensation deferred under the Plan and any income attributable to the amounts so deferred shall be included in the gross income of the participant only for the taxable year in which such compensation or other income is paid or otherwise made available to the participant or other beneficiary.

NOTE 5 – CONTINGENCIES

The Plan is subject to various threatened and pending claims. It is the opinion of management that the ultimate liability arising from such threatened and pending claims will not have a material effect on the financial position of the Plan. The Plan is exposed to various other liabilities and risks related to the fiduciary responsibility of directors and officers.

NOTE 6 – RISK AND UNCERTAINTIES

The Plan, as directed by participants, may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is possible that changes in the values of investment securities may occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Position Available for Plan Benefits.

NOTE 7 – PLAN TERMINATION

The State may terminate the Plan at any time, although no intent to terminate the Plan has been expressed. In the event of termination, all participants will remain fully vested.

NOTE 8 – SUBSEQUENT EVENTS

The Plan evaluated subsequent events through **DATE** the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2013, but prior to **DATE** that provided additional evidence about conditions that existed at December 31, 2013, have been recognized in the financial statements for the year ended December 31, 2013. Events or transactions that provided evidence about conditions that did not exist at December 31, 2013, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2013.