Vermont State Teachers Retirement Plan



Quarterly Plan Review

For the Period From October 1, 2015 to December 31, 2015

Table of Contents

Plan Summary Plan Assets Contributions Participation Distributions **Reality Investing** Great-West Update Disclosures



Plan Summary

Total Assets	
♦ Assets at December 31, 2015	\$71.39
♦ Less assets at September 30, 2015	\$68.05
 Asset change for the quarter 	\$3.34
Asset Components	
 Contributions for the quarter 	\$2.53
 Less distributions for the quarter 	-\$1.17
 Net investment gain for the quarter 	<u>\$1.98</u>
 Asset change for the quarter 	\$3.34

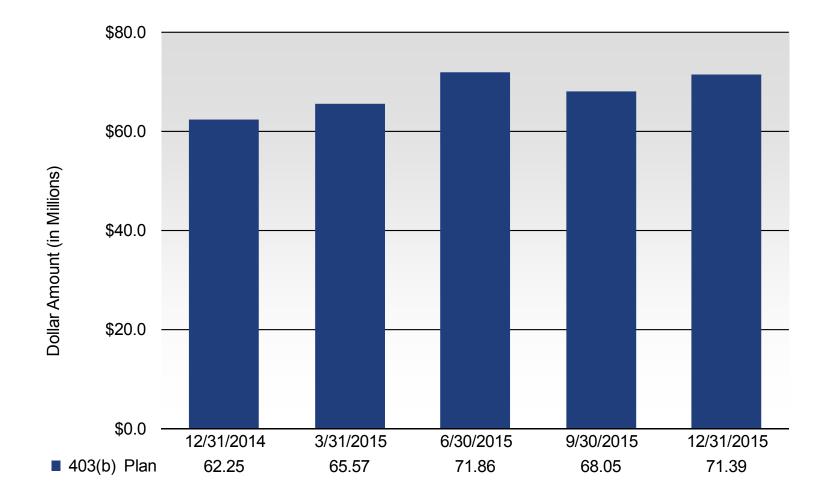


Plan Summary

- ♦ Plan assets were at \$71.39 million as of December 31, 2015
- ◆ Plan assets grew by \$3.34 million (4.9%) from October 1, 2015 to December 31, 2015
- ♦ Contributions were \$2.53 million from October 1, 2015 to December 31, 2015
- ♦ From October 1, 2015 to December 31, 2015 there were 2,398 participants

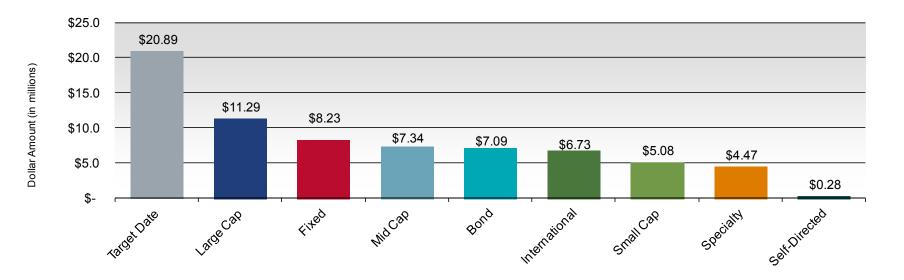


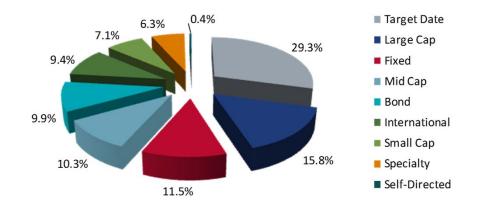
Asset Growth





Assets by Asset Class







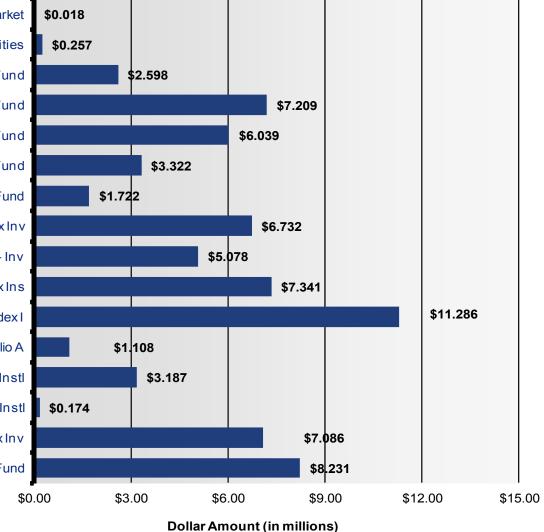
Percentage of Assets by Asset Class

403(b) Plan	Self	Target		Small	Mid	Large			
	Directed	Date	Internat'l	Сар	Сар	Сар	Specialty	Bond	Fixed
10/1/2014 to 12/31/2014	0.6%	29.1%	10.7%	7.6%	8.8%	15.8%	3.1%	12.4%	12.0%
1/1/2015 to 3/31/2015	0.6%	29.8%	10.6%	6.9%	10.0%	15.3%	5.5%	10.1%	11.3%
4/1/2015 to 6/30/2015	0.3%	28.9%	10.8%	6.9%	10.4%	15.2%	8.0%	8.6%	10.9%
7/1/2015 to 9/30/2015	0.3%	29.1%	9.5%	6.4%	10.2%	15.4%	6.7%	10.5%	12.0%
10/1/2015 to 12/31/2015	0.4%	29.3%	9.4%	7.1%	10.3%	15.8%	6.3%	9.9%	11.5%



Assets by Investment Options

Schwab SDB Money Market Schwab SDB Securities T. Rowe Price Retirement 2010 Fund T. Rowe Price Retirement 2020 Fund T. Rowe Price Retirement 2030 Fund T. Rowe Price Retirement 2040 Fund T. Rowe Price Retirement Balanced Fund Vanguard Total Intl Stock Index Inv Vanguard Small-Cap Index Fund - Inv Vanguard Mid Cap Index Ins Vanguard Institutional Index I Calvert Equity Portfolio A PIMCO Total Return III Instl Pax World Global Envrnmntl Mkts Instl Vanguard Total Bond Market Index Inv Great-West Portfolio Fund





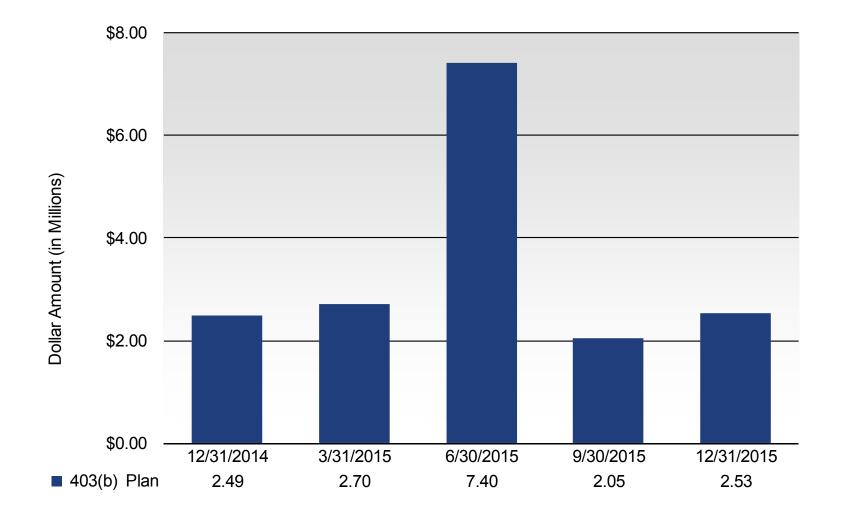
Asset Distribution by Fund

Active Participants	:	
12/31/2014 3/31/2015 6/30/2015	2,131 2,156 2,322 2,379 2,398	Schw ab SDB Schw ab SDB
Average Account Balance per Partici 12/31/2014 3/31/2015 6/30/2015 9/30/2015 12/31/2015	\$29,210 \$30,413 \$30,949	T. Row e Price T. Row e Price T. Row e Price T. Row e Price T. Row e Price
Average Number o Investment Options		Vanguard Tot
per Participant: 12/31/2014 3/31/2015	3.9 3.9	Vanguard Sm
6/30/2015 9/30/2015 12/31/2015	4.1 4.3 4.4	Vanguard Mic

Asset Class/Fund Name	Asset Class/Fund Name 9/30/2015			12/31/2015			
	Amount	Pct	Accts	Amount	Pct	Accts	
Self-Directed							
Schwab SDB Money Market	18,212	0.0%	3	18,212	0.0%	4	
Schw ab SDB Securities	214,425	0.3%	4	256,895	0.4%	4	
	232,637	0.3%		275,107	0.4%		
Target Date							
I. Row e Price Retirement 2010 Fund	2,558,091	3.8%	79	2,598,460	3.6%	79	
I. Row e Price Retirement 2020 Fund	6,765,816	9.9%	217	7,208,883	10.1%	218	
I. Row e Price Retirement 2030 Fund	5,672,874	8.3%	219	6,038,949	8.5%	220	
T. Row e Price Retirement 2040 Fund	3,058,774	4.5%	162	3,321,605	4.7%	166	
I. Row e Price Retirement Balanced Fund	1,716,291	2.5%	145	1,721,680	2.4%	150	
	19,771,845	29 .1%		20,889,578	29.3%		
International							
Vanguard Total Intl Stock Index Inv	6,473,309	9.5%	1,406	6,732,250	9.4%	1,437	
	6,473,309	9.5%	ſ	6,732,250	9.4%		
Small-Cap							
√anguard Small-Cap Index Fund - Inv	4,357,861	6.4%	1,422	5,077,904	7.1%	1,458	
	4,357,861	6.4%		5,077,904	7.1%		
Mid-Cap							
√anguard Mid Cap Index Ins	6,934,036	10.2%	1,487	7,341,326	10.3%	1,522	
	6,934,036	10.2%		7,341,326	10.3%		
Large-Cap							
Vanguard Institutional Index I	10,449,183	15.4%	1,438	11,286,047	15.8%	1,472	
	10,449,183	15.4%	[11,286,047	15.8%		
Specialty							
Calvert Equity Portfolio A	978,111	1.4%	149	1,108,099	1.6%	150	
PIMCO Total Return III Instl	3,445,546	5.1%	1,239	3,187,129	4.5%	1,246	
Pax World Global Envrnmntl Mkts Instl	159,464	0.2%	481	174,379	0.2%	310	
	4,583,121	6.7%	ſ	4,469,607	6.3%		
Bond							
Vanguard Total Bond Market Index Inv	7,111,221	10.5%	1,316	7,085,792	9.9%	1,346	
	7,111,221	10.5%	l l	7,085,792	9.9%		
Fixed							
Great-West Portfolio Fund	8,131,870	12.0%	448	8,230,951	11.5%	736	
	8,131,870	12.0%	ļ-	8,230,951	11.5%		
	68,045,082	100.0%		71,388,562	100.0%		

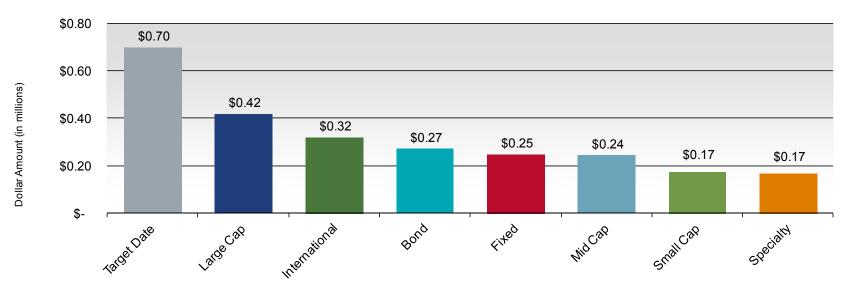


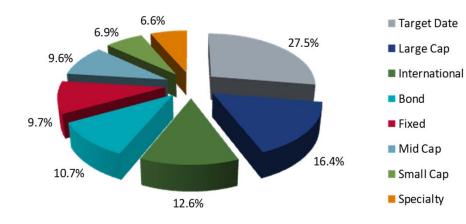






Contribution by Asset Class





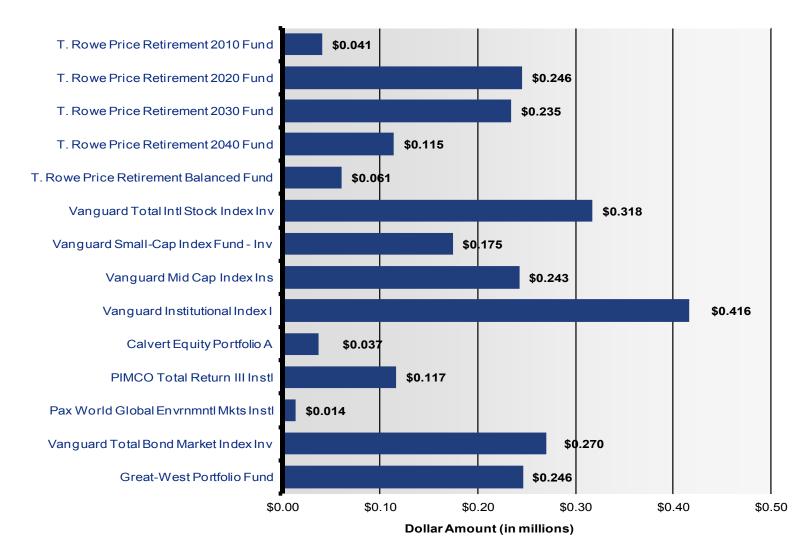


Percentage of Contributions by Asset Class

403(b) Plan	Target Date	Internat'l	Small Cap	Mid Cap	Large Cap	Specialty	Bond	Fixed
10/1/2014 to 12/31/2014	26.2%	14.6%	8.2%	9.3%	16.3%	4.1%	12.2%	9.2%
1/1/2015 to 3/31/2015	28.2%	13.6%	7.1%	9.7%	15.8%	5.0%	11.5%	9.2%
4/1/2015 to 6/30/2015	16.2%	11.4%	7.4%	9.5%	19.7%	24.9%	3.6%	7.2%
7/1/2015 to 9/30/2015	31.2%	12.6%	6.2%	10.1%	14.3%	6.7%	9.1%	9.9%
10/1/2015 to 12/31/2015	27.5%	12.6%	6.9%	9.6%	16.4%	6.6%	10.7%	9.7%



Contributions by Investment Option



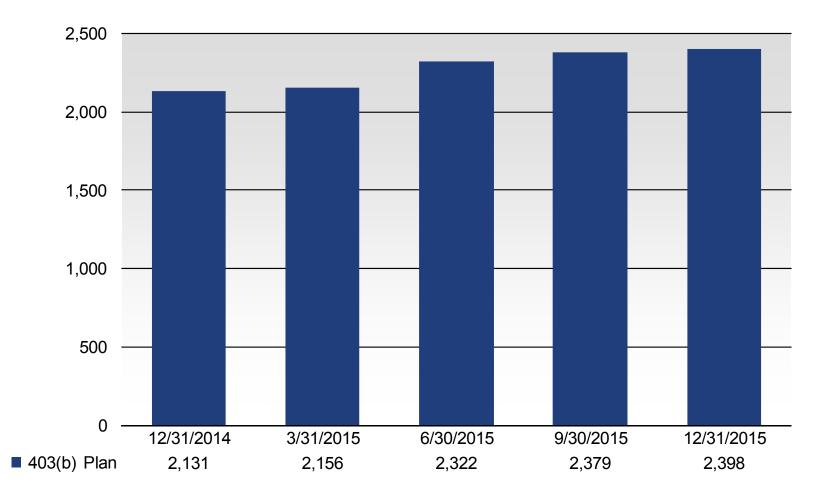


Contributions by Fund

Contributing Participants:		Asset Class/Fund Name	7/1/2015	to 9/30/201	5	10/1/2015	to 12/31/20 ⁻	15
		<u></u>	Amount	Pct	Accts	Amount	Pct	Accts
12/31/2014	1,542	Target Date					•	
3/31/2015	1,569	T. Row e Price Retirement 2010 Fund	52,513	2.6%	46	41,018	1.6%	44
6/30/2015 9/30/2015	1,718 1,692	T. Row e Price Retirement 2020 Fund	229,634	11.2%	174	245,587	9.7%	168
12/31/2015	1,711	T. Row e Price Retirement 2030 Fund	222,718	10.9%	176	234,615	9.3%	168
12/01/2010	1,7 1 1	T. Row e Price Retirement 2040 Fund	85,285	4.2%	119	114,564	4.5%	117
Average		T. Row e Price Retirement Balanced Fund	48.078	2.4%	68	60,993	2.4%	70
Contributions per	Participant:			31.2%		696,776	27.5%	
12/31/2014	\$1,616	Internetional	638,226	31.2%		090,770	27.3%	
3/31/2015	\$1,723	International	057.045	40.00/	1 004	047.040	40.00/	4 077
6/30/2015	\$4,309	Vanguard Total Intl Stock Index Inv	257,615	12.6%	1,064	317,846	12.6%	1,077
9/30/2015	\$1,209		257,615	1 2.6 %		317,846	1 2.6 %	
12/31/2015	\$1,480	Small-Cap						
Average Number	of	Vanguard Small-Cap Index Fund - Inv	127,480	6.2%	1,081	174,542	6.9%	1,103
Investment Option			127,480	6.2%		174,542	6.9%	
per Participant:		Mid-Cap	,					
12/31/2014	3.9	Vanguard Mid Cap Index Ins	205,692	10.1%	1,130	242,639	9.6%	1,146
3/31/2015	4.1		205,692	10.1%	,	242,639	9.6%	, -
6/30/2015	4.2	Larga Can	205,092	10.170		242,039	9.0 /0	
9/30/2015	4.4	<i>Large-Cap</i> Vanguard Institutional Index I	291,773	14.3%	1,088	415.974	16.4%	1,108
12/31/2015	4.5				1,000			1,100
			291,773	14.3%		415,974	1 6.4 %	
		Specialty						
		Calvert Equity Portfolio A	27,531	1.3%	112	37,105	1.5%	110
		PIMCO Total Return III Instl	101,297	5.0%	876	116,872	4.6%	804
		Pax World Global Envrnmntl Mkts Instl	7,253	0.4%	355	13,959	0.6%	401
			136,081	6.7%	-	167,936	6.6%	
		Bond	,	/ -		,		
		Vanguard Total Bond Market Index Inv	186,894	9.1%	942	270,375	10.7%	981
			186,894	9.1%	-	270,375	10.7%	
		Fixed	100,054	9.170		270,375	10.1 /0	
		<i>Fixed</i> Great-West Portfolio Fund	201,924	9.9%	274	246,062	9.7%	461
					214			401
			201,924	9.9%		246,062	9.7%	
			2,045,686	100.0%		2,532,149	100.0%	



Plan Participation





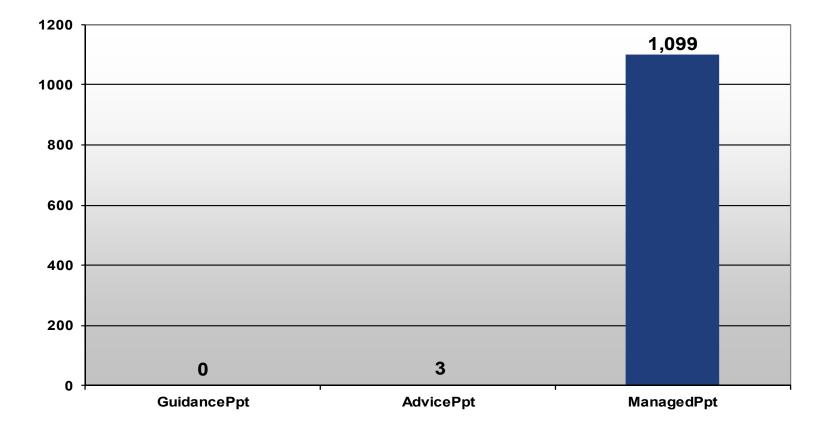
Benefit Payment Distribution

	7/1/2015	7/1/2015 to 9/30/2015			to 12/31/2	015
	Amount	Pct	Count	Amount	Pct	Count
<u>Full Withdrawals</u>						
Retirement	219,440	11.4%	4	246,047	21.0%	4
Separation of Service	1,356,702	70.5%	37	645,412	55.0%	21
Total Full Withdrawals:	1,576,142	81.9%	41	891,459	76.0%	25
Partial Withdrawals						
Age 591/2	153,076	8.0%	4	76,380	6.5%	1
Contribution Exchange	9,331	0.5%	1	20,864	1.8%	2
Hardship	26,441	1.4%	3	0	0.0%	0
In Service	2,680	0.1%	1	4,009	0.3%	1
Loan	13,523	0.7%	3	37,087	3.2%	2
Minimum Distribution	1,040	0.1%	1	0	0.0%	0
QDRO	0	0.0%	0	52,603	4.5%	1
Retirement	0	0.0%	0	12,000	1.0%	1
Separation of Service	130,656	6.8%	2	61,484	5.2%	4
Total Partial Withdrawals:	336,745	17.5%	15	264,428	22.5%	12
Periodic Payments						
Minimum Distribution	3,427	0.2%	3	5,088	0.4%	6
Retirement	7,200	0.4%	2	12,010	1.0%	3
Total Periodic Payments:	10,627	0.6%	5	17,098	1.5%	9
	1,923,515	100.0%	61	1,172,985	100.0%	46



AdvisedAssetsGroup

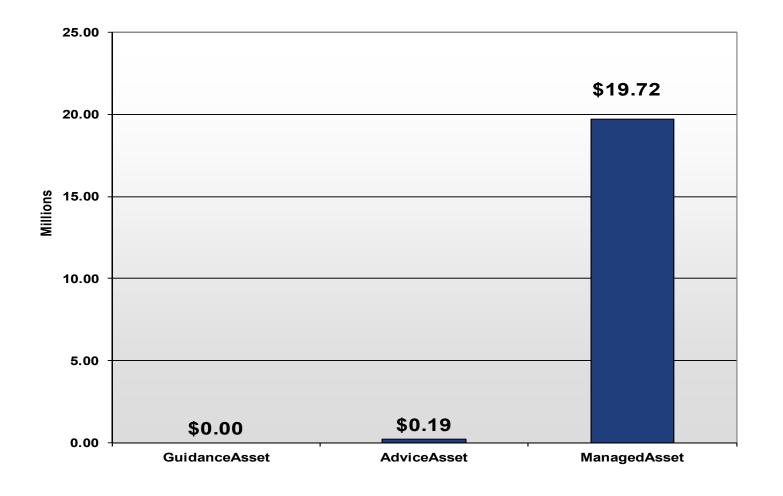
Service Utilization by Number of Participants





AdvisedAssetsGroup

Service Utilization by Assets





Total Plan Field Activity for Supervisory Unions

Field	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	YTD Totals
Activity	2015	2015	2015	201	(01/01/15 - 12/31/15)
Group Meetings	5	9	2	4	20
Total Appointments	323	326	164	168	981
New Enrollments	66	108	46	38	258
Increases by AE	83	94	25	64	266
Managed Amounts/Increases by AE Annualized Contributions	\$370,519	\$1,356,927	\$209,238	\$583,081	\$2,519,765
Managed Account Participants - New	54	56	30	34	174
Roll Ins	\$350,178	\$4,760,184	\$234,903	\$75,127	\$5,420,392



DISCLOSURES

Core securities, when offered, are offered through GWFS Equities, Inc. and/or other broker dealers.

GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Empower Retirement refers to the products and services offered in the retirement markets by Great-West Life & Annuity Insurance Company (GWL&A), Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: White Plains, NY; and their subsidiaries and affiliates. The trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.





EMPOWERTM