Tennessee Valley Authority Retirement System

2013 Annual Report

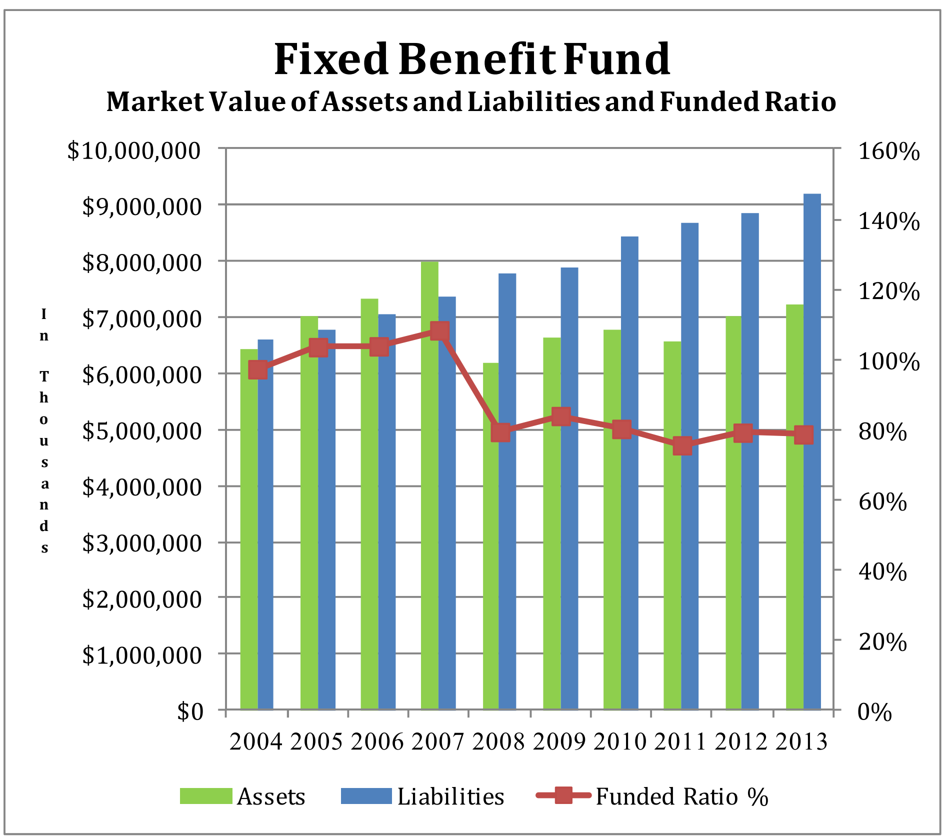
Contents

Financial Highlights and Statistics	1
Letter from the Chair and Vice Chair	2
Board of Directors	3
Professional Advisors and Investment Managers	4
Plan Summary	5
Certification of Financial Statements	11
Independent Auditor's Report – TVA Retirement System	12
TVA Retirement System	13
Independent Auditor's Report – TVA Savings and Deferral Retirement Plan [401(k) Plan]	39
TVA Savings and Deferral Retirement Plan [401(k) Plan]	40
Contact Information	51

Financial Highlights and Statistics

(Dollars in thousands)	**2013**	2012	Change	% Change
Net Assets Available for Benefits				
TVA Retirement System (Fixed Benefit Fund and Variable Fund)	**$ 7,387,628**	$ 7,160,120	$227,508	3.2%
TVA Savings & Deferral Retirement Plan [401(k) Plan]	**1,861,332**	1,638,417	222,915	13.6%
Total	**$ 9,248,960**	$ 8,798,537	$450,423	5.1%
Net Assets Available for Benefits (Fixed Benefit Fund)	**$ 7,237,068**	$ 7,016,303	$220,765	3.1%
Actuarial Present Value of Accumulated Plan Benefits (Fixed Benefit Fund)	**$ 9,194,600**	$ 8,856,000	$338,600	3.8%
Contributions				
Employer (all funds)	**$ 35,062**	$ 33,982	$ 1,080	3.2%
Employee (all funds)	**$ 119,002**	$ 119,090	$ (88)	-0.1%
Benefits Paid (all funds)	**$ 743,699**	$ 709,380	$ 34,319	4.8%
Number of Active Members	**12,342**	12,641	(299)	-2.4%
Number of Retirees	**24,044**	23,949	95	0.4%

This summary is intended for informational purposes only.



To Retirement System Members

The TVA Retirement System (System) Board of Directors is pleased to present the 2013 Annual Report for the year ended September 30, 2013. As of September 30, 2013 the net assets of the System's defined benefit plan totaled approximately $7.4 billion. For the 12-month period ended September 30th, the System earned approximately $844 million net of fees, with approximately $635 million paid in benefits to 23,200 retirees and beneficiaries. Net assets increased by approximately $228 million from 2012 to 2013.

The Board continued to further develop governance policies, including approval of a Succession Planning Policy and updates to several other previously approved policies.

The TVARS Board also approved a 1.53 percent cost-of-living allowance increase in the monthly pension and the supplemental benefits payable to eligible retirees and beneficiaries in calendar 2014.

Other items of interest include the following:

- TVA approved a $250 million contribution for fiscal year 2014
- Adoption of new actuarial assumptions based on the review of the experience study performed by the System's actuary, Mercer Human Resource Consulting
- The TVARS Board and Fidelity Investments have partnered to offer an additional resource to help participants plan for retirement. 401(k) Plan participants now have access to meet individually with two dedicated Fidelity Workplace Planning and Guidance Consultants (PGC).
- James Hovious was elected by the System's active members to serve as a director for a three-year term ending October 31, 2016
- Brian Child was appointed by TVA to replace Peyton Hairston on the System Board of Directors effective September 23, 2013

I (Les Bays) had the privilege to be selected to serve on this Board from June 2008 to October 2013. It has been a challenging time for most pension plans in the country, including TVARS.

The TVARS Board continues to make progress in the areas of investment strategy, Board governance, and transparency. The Board and staff are honored to work on your behalf and are pleased to report on the status of the System.

For the Board,

Leslie P. Bays
Chair, Board of Directors
TVA Retirement System

Allen E. Stokes
Vice Chair, Board of Directors
TVA Retirement System

Board of Directors

Elected by Members

Leslie P. Bays
Elected June 13, 2008

Leonard J. Muzyn
Elected November 1, 2003

Anthony L. Troyani, Jr.
Elected November 1, 2008

Appointed by TVA

Brian M. Child
Appointed September 23, 2013

John M. Hoskins
Appointed July 28, 2003

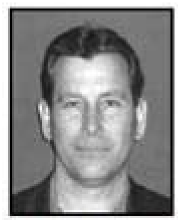
Tammy W. Wilson
Appointed May 10, 2010

Selected by Other Directors

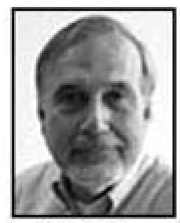
Allen E. Stokes
Selected March 8, 2011

Leslie P. Bays

Leonard J. Muzyn



Anthony L. Troyani, Jr.



Allen E. Stokes

Brian Child

John M. Hoskins

Tammy W. Wilson

Standing Committees

Audit
Leonard J. Muzyn, Chair
Allen E. Stokes
Tammy W. Wilson

Election
Anthony L. Troyani, Jr., Chair
Leslie P. Bays
John M. Hoskins

Retirement
Anthony L. Troyani, Jr., Chair
Brian M. Child
Allen E. Stokes

Investment
John M. Hoskins, Chair
Leonard J. Muzyn, Vice Chair
Leslie P. Bays
Michael Brakebill, Nonvoting
Brian M. Child
Allen E. Stokes
Anthony L. Troyani, Jr.
Tammy W. Wilson

Board Officers

Leslie P. Bays
Chair

Allen E. Stokes
Vice Chair

Patrick D. Brackett
Executive Secretary

Pamela K. Ramsey
Assistant Secretary and Assistant Treasurer

Sally R. Weber
Treasurer

Courtney L. Hammontree
Assistant Treasurer

Judy Stephens
Assistant Treasurer

Professional Advisors and Investment Managers

Professional Advisors

Actuary
Mercer Human Resource Consulting, Atlanta

Auditors
Crowe Horwath LLP, South Bend, Indiana
E.H. Johnson & Company, P.C., Knoxville

Investment Advisor
Michael Brakebill, Chief Investment Officer,
Tennessee Consolidated Retirement System

Investment Consultant
Wilshire Associates Incorporated, Pittsburgh

Legal Counsel
W. Colby Carter, Senior Attorney, TVA, Knoxville
Bradley Arant Boult Cummings LLP, Nashville

Master Trustee
The Bank of New York Mellon, Pittsburgh

Trustee – 401(k) Plan
Fidelity Management Trust Company, Boston

Medical Advisor
Anne S. Roberts, M.D., Knoxville

Medical Board
Advanced Medical Reviews, Los Angeles

Cash Balance Pension Plan Recordkeeping
Aon Hewitt

Investment Managers

Fixed Benefit Fund
Abbott Capital Management LP
Adams Street Partners, LLC
AQR Capital Management, LLC
Baillie Gifford Overseas Limited
Bridgewater Associates, Inc.
Dimensional Fund Advisors LP
Fisher Investments
Franklin Templeton Institutional, LLC
Guggenheim Partners Asset Management
HarbourVest Partners, LLC
Harvest Fund Advisors, LLC
Hancock Natural Resource Group, Inc.
J.P. Morgan Investment Management, Inc.
Kennedy-Wilson Holdings, Inc.
Landmark Realty Advisors, LLC
MacKay Shields, LLC
Mellon Capital Management
Neuberger Berman, LLC
Oaktree Capital Management, LP
Pacific Investment Management Company
The Prudential Insurance Company of America
Prudential Investment Management, Inc.
Pyramis Global Advisors, LLC
Siguler Guff Advisors, LLC
Standish Mellon Asset Management, LLC
Stone Harbor Investment Partners, LP
Tortoise Capital Advisors, LLC
Vedanta Capital, LLC
Wellington Management Company, LLP
Western Asset Management Company
Wilshire Associates Incorporated
WRH Partners, LLC

Variable Fund
Fidelity Investments
Mellon Capital Management

Plan Summary

Established in 1939, the Tennessee Valley Authority Retirement System (System) is a defined benefit plan (Plan) covering most full-time and part-time annual employees of the Tennessee Valley Authority (TVA). The System is a separate legal entity from TVA and is administered by an independent, seven-member Board of Directors. Three of the directors are appointed by TVA, and three are elected by and from the membership. A seventh director is selected by the other six. The System Board also has responsibility for administration of a defined contribution plan, the TVA Savings and Deferral Retirement Plan [401(k) Plan].

TVA contributes to the System such amounts as are necessary on an actuarial basis to provide the System with assets sufficient to meet TVA-funded benefit obligations to be paid to members. In consideration of TVA's $1 billion contribution to the System in September 2009, the System's Rules and Regulations (Rules) were amended to temporarily suspend the minimum annual contribution requirements for a four-year period from fiscal year 2010 through fiscal year 2013. In September 2011, TVA made a discretionary contribution of $270 million to the System. In August 2013, the TVA Board approved a $250 million contribution to the System for fiscal year 2014. This contribution exceeds the minimum required by the System Rules. While members are not required to make contributions to the System, members are eligible to make voluntary contributions to the System's Fixed and/or Variable Funds unless they have transferred their funds to the 401(k) Plan after May 1, 2005. Members can also contribute to the 401(k) Plan, and TVA makes matching contributions to that plan.

Actuarial Liability Measurement

Financial Accounting Standards Board (FASB) Accounting Standards Codification™ (ASC) 960, *Plan Accounting-Defined Benefit Pension Plans,* establishes generally accepted accounting principles for defined benefit pension plans and is applicable to the System's financial accounting and reporting. Per ASC 960, accumulated plan benefits are to be presented as the present value of future benefits attributable, under the System's provisions, to service rendered to the date as of which the actuarial present value of accumulated plan benefits is presented. FASB ASC 715, Compensation – Retirement Benefits, establishes standards of financial accounting and reporting for an employer that sponsors a defined benefit pension plan, such as TVA. Per FASB ASC 715, the projected benefit obligation is measured considering service rendered to date and assumptions as to future compensation levels when the pension benefit formula is based upon future compensation levels. The differences in the objectives and provisions of FASB ASC 960 and FASB ASC 715 result in different measurement bases with respect to the employer's defined benefit pension obligation and the plan's accumulated plan benefits, including potential differences in actuarial assumptions used in the measurement of these obligations. Accordingly, these differences in applicable accounting standards result in differences between the present value of accumulated plan benefits as reported in the financial statements of System and the projected benefit obligation reported in TVA's financial statements.

Retirement Benefits

A member's retirement benefit consists of a pension benefit derived from TVA's contributions and earnings on Plan assets. A member's retirement benefit may also include an annuity and/or a lump-sum benefit derived from the member's contributions to the Fixed and/or Variable Funds and the 401(k) Plan. The pension plus the annuity, if applicable, compose the System's retirement allowance. In addition, the System provides a supplemental benefit to eligible retirees that may be used to help with the cost of medical insurance.

Original Benefit Structure

The pension from the Original Benefit Structure is based on the member's years (to the nearest month) of creditable service, highest average base pay during any three consecutive years of creditable service, and a pension factor, less a Social Security offset.

Creditable service is the length of time spent as a member of the System. It also includes any annual leave forfeited after January 1, 1980, and, at the member's election, the total balance of any unused sick leave. Leave is counted hour for hour for the first 1,000 hours and two hours for each hour in excess of 1,000 hours (2,080 hours equates to one year of creditable service). Forfeited annual leave and unused sick leave may be used in determining both the eligibility for retirement and the amount of the benefit. Creditable service may also include previous periods of membership in the System, certain military service, and some periods of leave without pay.

Members with at least five years of creditable service who are at least attained age 55 are always eligible to receive an immediate benefit. Vested members less than attained age 55 may also receive an immediate benefit unless they are terminated for cause. Members who are at least actual age 45 at retirement and whose age plus creditable service equals 80 or more receive the maximum pension factor of 1.3. Vested members who are at least attained age 60 at the time they begin to receive their pension also receive the maximum pension factor even if their age plus creditable service does not equal 80.

Cash Balance Benefit Structure

The System implemented the Cash Balance Benefit Structure for employees who became members on or after January 1, 1996, with no prior System membership. Employees rehired by TVA after a break in service of 180 or more consecutive days and who were participants in the Original Benefit Structure when they were last employed are given an opportunity to participate in the Cash Balance Benefit Structure when they are rehired or at the time they become eligible for System membership.

The Cash Balance Benefit Structure provides a TVA-funded pension benefit based on the balance of the cash balance account established for each member and a conversion factor based on the member's age (to the nearest month). This cash balance account receives pay credits each month equal to 6 percent of compensation, as well as monthly interest credits at the rate established by the System Board each January 1. The interest rate is determined by calculating the percentage change of the 12-month average of the Consumer Price Index (CPI) for the period ending the previous October 31 over the preceding 12-month period, plus 3 percent. The System has established a minimum annual interest rate of 6 percent and a maximum annual interest rate of 10 percent for interest credits. The annual interest rate was 6 percent for calendar years 2013 and 2012. Cash balance service is the length of time spent as a member of the System. It does not include credit for unused sick leave, forfeited annual leave, or pre-TVA employment military service. Cash balance service may include previous periods of membership in the System and some periods of leave without pay. Members with at least five years of cash balance service who are at least age 55 are always eligible to receive an immediate benefit upon termination. Vested members who are less than age 55 may also receive an immediate benefit unless they are terminated for cause.

Supplemental Benefit

If upon retirement a member meets the eligibility criteria, the member will receive a supplemental benefit regardless of the member's benefit structure. This benefit is provided to eligible retirees and eligible surviving spouses to assist with the cost of their medical insurance, although it is not required to be used to pay for medical insurance.

Level Income Plan

The Level Income Plan (LIP) is an optional plan intended to provide retirees with approximately the same amount of monthly retirement income before and after Social Security benefits are payable, assuming the retiree begins receiving Social Security benefits at age 62. To be eligible for the optional LIP at retirement, a member must be eligible for a future Social Security benefit and be younger than age 62.

Regardless of the member's benefit structure, members may choose the optional LIP at retirement to temporarily increase their TVA pension benefit until age 62 when they are first eligible to begin receiving Social Security benefits. Then at age 62, the TVA pension benefit is permanently reduced for life. The reduction normally begins the month after the retiree turns age 62, regardless of whether the retiree chooses to begin receiving Social Security benefits at that time. The exact date Social Security benefits begin is based on a schedule set by the Social Security Administration, which may differ by several weeks from the date the TVA LIP reduction begins.

The LIP increase and reduction amounts are set at retirement based on an estimate of the member's age 62 Social Security benefit and actual age at retirement. The estimate is based on the assumption that the member does not work after retirement and does not make additional contributions to Social Security. If the member does work and receives a higher Social Security benefit at age 62 as a result, the higher Social Security benefit does not affect the amount of the reduction in the TVA pension benefit when the retiree turns age 62.

Any cost-of-living adjustments and survivor benefits are calculated using the retiree's base pension amount, without any LIP increase or reduction.

Fixed and Variable Funds and 401(K) Plan

During Employment

The Fixed and Variable Funds provide two after-tax investment options to members. These funds are available to members unless they have transferred their funds to the 401(k) Plan after May 1, 2005. The Fixed Fund earns a specified rate of interest set by the System's Board of Directors. The Variable Fund is invested in the Fidelity Spartan 500 Index Fund. Employees participating in the Variable Fund purchase shares in the Fidelity Spartan 500 Index Fund, which is invested in the stocks of companies included in the S&P 500 Composite Stock Price Index.

Members are also permitted to transfer their contributions between the Fixed Fund and the Variable Fund once per calendar month and may, at any time during employment, transfer their entire balance to the 401(k) Plan. Members who transfer their funds to the 401(k) Plan after May 1, 2005, are no longer eligible to contribute to the Fixed and Variable Funds. Prior to retirement, those who first became members before January 1, 1996, may transfer all or any portion of their after-tax balance(s) in the 401(k) Plan to the System to receive monthly annuity payments.

In addition, members may elect to participate in the 401(k) Plan on a before-tax, after-tax, and/or Roth basis. TVA provides 401(k) Plan employer matching contributions for participating members. The amount of this match for Cash Balance Benefit Structure participants is 75 cents on every dollar contributed up to a maximum of 4.5 percent of fiscal year-to-date earnable compensation. The amount of this match for Original Benefit Structure participants is 25 cents on every dollar contributed up to a maximum of 1.5 percent of fiscal year-to-date earnable compensation. Members are vested in the TVA matching contributions after three years of actual System service. During employment, members are also permitted to roll over funds from certain other retirement plans and IRAs into the 401(k) Plan.

Investment options available through the 401(k) Plan have varying degrees of risk and potential return.

For calendar year 2013, contributions to the Fixed Fund, Variable Fund, and 401(k) Plan, including TVA matching contributions, could not exceed the lesser of $51,000 or 100 percent of calendar year-to-date compensation. Additionally, before-tax and/or designated Roth contributions could not exceed the annually published IRS maximum ($17,500 for 2013). Employees who were age 50 or older were allowed to make additional before-tax and/or designated Roth contributions, allowing them to "catch up" on their retirement savings. For 2013, the catch-up amount was $5,500 over and above contribution limits and could not begin until the before-tax and/or designated Roth contribution limit was reached. These IRS limits may increase annually according to the IRS cost-of-living adjustment rules. Contributions to the Fixed Fund and/or the

Variable Fund are limited by the Rules to the lesser of $10,000 per calendar year or 100 percent of calendar year-to-date compensation.

After Retirement
Those who first became members before January 1, 1996, may receive a monthly annuity payment from the Fixed Fund, the Variable Fund, or both. Annuity payments from the Fixed Fund are based on a specified rate of interest set by the System's Board of Directors. Members who elect to receive an annuity payment from the Variable Fund will have their shares in the Fidelity Spartan U.S. Equity Index Fund redeemed and the proceeds used to purchase units in the Variable Fund. The monthly annuity payments will vary based on the value of these units. The investment strategy of the Variable Fund is the same as the Fidelity Spartan U.S. Equity Index Fund. Retired members may elect to transfer their entire fund balance(s) between the Fixed Fund and the Variable Fund once every 12 months.

Those who first became members on or after January 1, 1996, may not receive a monthly annuity payment from the Fixed and/or Variable Funds when their employment ends.

Social Security
A retired member may be eligible to receive Social Security benefits at age 62, or earlier for disability. The Social Security Administration determines eligibility for Social Security benefits.

Survivor Options
At Retirement
A member decides whether to take the maximum monthly retirement allowance during the member's lifetime, with nothing payable after death, or to take a reduced amount and provide benefits for a survivor.

Each of the various survivor options is the actuarial equivalent of the maximum retirement allowance. Married members who first become members of the System after January 1, 1990, must designate their spouse as beneficiary to receive a survivor benefit as specified by the Rules governing the defined benefit plan or receive their spouse's written consent to select a different survivor option at retirement.

After Retirement
Retirees who marry or remarry after commencement of their retirement allowance may elect to designate their new spouse for either a 50 percent or 100 percent survivor benefit.

Retirees have 90 days from the date of such marriage or remarriage to elect this second survivor benefit. This election and actuarial reduction to the retirement benefit would be effective the first day of the month following the first anniversary of the marriage or remarriage. Previous survivor benefit elections remain in effect for any designated beneficiary whose life expectancy has been used as a factor in determining the amount of the retiree's benefit.

Disability Benefits
A vested member may be retired on disability retirement if it is determined that the member cannot continue to work in the member's present position because of a physical or mental disability that is likely to be permanent and there is no other TVA position available for which the member is qualified and can perform with the member's medical restrictions.

Death Benefits
During Employment
The designated beneficiary or the estate of a member who dies during employment will receive the member's accumulated contributions, if applicable, and a benefit funded by TVA's contributions.

After Retirement
Upon the death of a member after retirement, the benefits payable (if any) depend upon the survivor option selected.

Cost-of-Living Adjustments
Eligible retirees may receive cost-of-living adjustments (COLAs) on the pension benefit portion of the monthly retirement (exclusive of level income plan) as determined in accordance with the System's Rules and Regulations. The COLA was 2.3 percent in calendar year 2013 and zero in calendar year 2012. Please see Note 8 on Amendments to the Rules and Regulations for changes related to the COLA provisions.

As described in Note 8, the COLA is subject to caps from calendar year 2010 through calendar 2013. Beginning in calendar year 2014, the COLA will be based on the increase in the 12-month average of the Consumer Price Index (CPI) when the CPI exceeds by as much as 1 percent the CPI average for the prior year for which an adjustment was made. The amount of the adjustment is capped at 5 percent in any one year. The System Board may, with the approval of the TVA Board, apply an increase greater than 5 percent.

Eligible retirees and beneficiaries on the retirement payroll on or before January 1 receive the COLA. If an Original Benefit Structure member retires after January 1, that member's pension will be at least as much as it would have been on January 1 with the COLA if the member was eligible to retire on January 1.

Eligible participants will receive COLAs on the supplemental benefit until they reach the maximum as specified in the Rules.

Administrative Expenses
The System's Fixed Benefit Fund assets are used to pay for all eligible administrative expenses.

Domestic Relations Order
The System honors a Domestic Relations Order (DRO) that assigns a portion of the member's benefits to a former spouse if the DRO complies with the System's DRO procedures. DROs otherwise in compliance with those procedures are only effective if they are the result of a marriage that was terminated by a final order of divorce or annulment dated on, or after, January 1, 2003.

The DRO procedures allow a lump-sum distribution to a former spouse from a member's existing Fixed Fund, Variable Fund, and/or 401(k) Plan accounts. A DRO can also provide a recurring monthly benefit to a former spouse that begins upon the member's retirement and receipt of monthly retirement benefits. The payments continue only until the death of the retiree or former spouse. Survivor benefits are determined solely in accordance with System Rules and the member's beneficiary designations, and they cannot be affected in any way by a DRO.

Tax Status
The Internal Revenue Service (IRS) determined and informed the System in August 2013 that the Plan and the 401(k) Plan are designed in accordance with the applicable sections of the Internal Revenue Code (IRC).

The Plan and the 401(k) Plan have been amended subsequent to the receipt of the latest IRS determination letters. However, the Plan administrator and the Plan's tax counsel believe that the Plan and the 401(k) Plan are currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements.
As plans maintained for employees of an agency of the federal government, the Plan and the 401(k) Plan are governmental plans within the meaning of Section 3(32) of the Employee Retirement Income Security Act

(ERISA). For the most part, governmental plans are excluded from ERISA, which governs private employer pension plans. The Plan and the 401(k) Plan are also governmental plans within the meaning of Section 414(d) of the IRC and, as a result, are exempt from the requirements of the IRC that parallel those contained in ERISA.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized upon examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service, Tax Exempt and Government Entities Division; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to plan qualification examinations for years prior to 2007.

Plan Termination

Under the Rules and Regulations of the System, TVA has the right at any time in its discretion to discontinue or reduce contributions to the System or to terminate the System. No such termination of the System shall affect the obligations of TVA with regards to employees' non-forfeitable rights to accrued benefits as set out in the System's rules. In the event the System is terminated, the net assets of the System will be allocated generally to provide Plan benefits in the following order: (1) Fixed and Variable Fund benefits based upon members' contributions, (2) nonforfeitable benefits based upon TVA's contributions (defined benefit portion of the Plan), and (3) to the extent feasible, cost-of-living increases thereto. The Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation.

This summary is intended to help members understand the System and its benefits under the Plan and the 401(k) Plan. The rules governing these plans, not this summary, are used to determine the benefits to which a member is entitled. For additional information about your Retirement System benefits, please contact the Retirement System at the location or numbers listed at the end of this report.

Certification of Financial Statements

Patrick D. Brackett and Pamela K. Ramsey individually certify that:

1. I have reviewed the Financial Statements of the Tennessee Valley Authority Retirement System.
2. Based on my knowledge, the information in the Financial Statements does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by the Financial Statements.
3. Based on my knowledge, the Financial Statements and other financial information included in the Annual Report fairly present in all material respects the financial condition, results of operations and cash flows of the Tennessee Valley Authority Retirement System as of, and for, the periods presented in the Financial Statements.
4. The other officer of the Tennessee Valley Authority Retirement System listed below and I are responsible for establishing and maintaining disclosure controls and procedures for the Tennessee Valley Authority Retirement System and have:
    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Tennessee Valley Authority Retirement System is made known to us by others, particularly during the period in which these Financial Statements are being prepared; and
    b. evaluated the effectiveness of the Tennessee Valley Authority Retirement System's disclosure controls and procedures as of a date within 90 days prior to the date of the Financial Statements.
5. I and the other officer of the Tennessee Valley Authority Retirement System listed below have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Tennessee Valley Authority Retirement System's auditors:
    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Tennessee Valley Authority Retirement System's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Tennessee Valley Authority Retirement System's internal control over financial reporting.

Date: April 3, 2014

Patrick D. Brackett
Executive Secretary

Pamela K. Ramsey
Assistant Secretary

Crowe Horwath.

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

Participants and Administrator of
Tennessee Valley Authority Retirement System
Knoxville, Tennessee

Report on the Financial Statements

We have audited the accompanying financial statements of the Tennessee Valley Authority Retirement System, which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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. Those standards require that we plan and perform the audit 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 Plan'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 Plan'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 financial status of the Tennessee Valley Authority Retirement System as of September 30, 2013 and 2012, and the changes in its financial status for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
April 3, 2014

TVA Retirement System
Statements of Net Assets Available for Benefits

September 30, 2013 and 2012

(Dollars in thousands)	**2013**	2012
Assets		
Investments at fair value		
Commingled funds	**$ 2,341,951**	$ 2,317,905
Equity securities	**1,772,549**	1,380,709
Corporate debt securities	**1,381,273**	1,636,877
Mortgage and asset-backed securities	**537,583**	564,970
Private equity funds	**538,832**	506,128
Private real estate investments	**391,419**	342,565
Cash equivalents and other short-term investments	**298,282**	210,415
Government debt securities	**205,988**	304,645
Treasury bills, U.S. government notes and securities held as futures and other derivative collateral	**38,838**	36,355
Fair value of derivative assets	**13,753**	7,499
Securities lending commingled funds (see Note 4)	**2,644**	2,945
Total investments	**7,523,112**	7,311,013
Receivables		
Foreign currency forward receivable	**593,706**	486,464
Due from broker	**181,519**	108,629
Interest and dividends	**27,094**	31,246
Other	**1,440**	1,028
Total receivables	**803,759**	627,367
Total assets	**$ 8,326,871**	$ 7,938,380
Liabilities		
Due to broker	**324,024**	265,943
Investment fees payable	**10,299**	11,578
Fair value of derivative liabilities	**2,271**	4,159
Disbursements payable	**2,206**	3,298
Other	**3,644**	2,415
Total payables	**342,444**	287,393
Foreign currency forward payable	**594,155**	487,922
Liabilities to brokers for securities lending (see Note 4)	**2,644**	2,945
Total liabilities	**939,243**	778,260
Net Assets Available for Benefits	**$ 7,387,628**	$ 7,160,120

The accompanying notes are an integral part of the financial statements.

TVA Retirement System
Statements of Changes in Net Assets Available for Benefits

Fiscal Years Ended September 30, 2013 and 2012

(Dollars in thousands)	**2013**	2012
Investment Income (Loss)		
Net appreciation (depreciation)		
in fair value of stocks, bonds, and other investments	**$606,733**	$806,099
Net appreciation (depreciation) in fair value of derivative investments	**115,296**	127,942
Net appreciation (depreciation) in fair value of investments	**722,029**	934,041
Interest	**116,057**	133,168
Dividends	**43,060**	41,826
	881,146	1,109,035
Less investment expenses	**37,181**	37,789
	843,965	1,071,246
Contributions		
Members	**30,954**	32,361
Transfers from 401(k) Plan	**4,326**	5,305
TVA	**150**	159
	35,430	37,825
Total increase	**879,395**	1,109,071
Benefits, Transfers, and Expenses		
Retirement benefits - Fixed Benefit Fund	**624,543**	603,228
Retirement benefits - Variable Fund	**10,748**	9,441
Transfers to 401(k) Plan	**10,705**	7,336
Administrative expenses	**5,891**	5,639
Total benefits, transfers, and expenses	**651,887**	625,644
Net increase (decrease)	**227,508**	483,427
Net Assets Available for Benefits		
Beginning of year	**7,160,120**	6,676,693
End of year	**$ 7,387,628**	$ 7,160,120

The accompanying notes are an integral part of the financial statements.

Notes to Financial Statements

Note 1
GENERAL PLAN DESCRIPTION

The Tennessee Valley Authority Retirement System (System) is a defined benefit plan (Plan) covering most full-time and part-time annual employees of the Tennessee Valley Authority (TVA). The System is administered by an independent, seven-member Board of Directors that also administers a defined contribution plan, the TVA Savings and Deferral Retirement Plan [401(k) Plan]. The System provides retirement, disability, and death benefits. There are two benefit structures within the Plan: the Original Benefit Structure and the Cash Balance Benefit Structure. New members hired on or after January 1, 1996, with no prior System membership, must participate in the Cash Balance Benefit Structure. Employees who were members of the System as of December 31, 1995, were given the opportunity to either participate in the Cash Balance Benefit Structure or to remain in the Original Benefit Structure.

There are two investment funds within the Plan: the Fixed Benefit Fund and the Variable Fund. TVA contributes to the Fixed Benefit Fund such amounts as are necessary on an actuarial basis to provide the System with assets sufficient to meet TVA-funded benefit obligations to be paid to members. In consideration of TVA's $1 billion contribution to the System in September 2009, the System's Rules and Regulations were amended to temporarily suspend the minimum annual contribution requirements for a four-year period from fiscal year 2010 through fiscal year 2013. In September 2011, TVA made a discretionary contribution of $270 million to the System. In August 2013, the TVA Board approved a $250 million contribution to the System for fiscal year 2014. This contribution exceeds the minimum required by the System Rules. Members have a choice of making contributions to the Fixed Fund within the Fixed Benefit Fund, the Variable Fund, or both, unless these funds were transferred to the 401(k) Plan on or after May 1, 2005. Members who have elected to make this transfer on or after May 1, 2005, are not eligible to make contributions to the Fixed Fund or the Variable Fund.

TVA's contributions are deposited in the Fixed Benefit Fund. Effective January 1, 2010, the Plan was amended to pay the lesser of 6 percent interest rate or the actuarial assumed rate of return less 0.5 percent to employees in the Fixed Fund regardless of when they first became a System member. Members' contributions in the Fixed Fund for those who first became members before January 1, 1996, were credited an annual rate of interest of 6 percent for calendar years 2013 and 2012. Members' contributions in the Fixed Fund for those who first became members on or after January 1, 1996, or for members who transferred their Fixed and/or Variable Fund balance to the 401(k) Plan prior to May 1, 2005, were credited an annual rate of interest of 6 percent for calendar years 2013 and 2012. Members' contributions to the Variable Fund are invested in an S&P 500 Stock Index Fund.

For participants in the Cash Balance Benefit Structure, TVA provided matching contributions of 75 cents on every dollar contributed to the 401(k) Plan on a before- and/ or after-tax basis, with maximum matching contributions of 4.5 percent of fiscal year-to-date earnable compensation. Participants in the Original Benefit Structure received employer matching contributions of 25 cents on every dollar contributed to the 401(k) Plan on a before- and/or after-tax basis, with maximum matching contributions of 1.5 percent of fiscal year-to-date earnable compensation. Benefits are provided in the form of a pension funded by TVA contributions and, if eligible, an annuity derived from the members' contributions. The Fixed Benefit Fund contains assets for funding both the pension and fixed annuity with the Net Assets Available for Benefits being allocated between members' and TVA's contributions (see Note 7 on Employer Contributions). The Variable Fund is discussed in Note 14.

A more detailed description of contributions, benefits, vesting, and funding is available from the TVA Retirement System.

Note 2
SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The financial statements are prepared on the accrual basis of accounting.

Adoption of New Accounting Standards
In May 2011, the FASB issued guidance designed to achieve common fair value measurement and disclosure requirements in U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards (IFRS). This guidance explains how to measure fair value but does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. This standard requires the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy and expands the disclosure requirements for investments classified within Level 3 of the fair value hierarchy. The expanded disclosure requirements for investments within Level 3 include a description of the process used to determine the value of the investment, a quantitative table of the unobservable inputs used in the valuation and a description of the sensitivity of fair value to changes in the unobservable inputs.

This guidance states that certain disclosures are not required for nonpublic entities. Disclosures not required for nonpublic entities include (1) information about transfers between Level 1 and Level 2 of the fair value hierarchy, (2) information about the sensitivity of a fair value measurement categorized within Level 3 of the fair value hierarchy to changes in unobservable inputs and any interrelationships between those unobservable inputs, and (3) the categorization by level of the fair value hierarchy for items that are not measured at fair value in the statement of financial position, but for which the fair value of such items is required to be disclosed. This guidance became effective for the Plan on October 1, 2012. The adoption of this guidance changed certain financial statement disclosures but did not materially impact the Plan's Net Assets Available for Benefits.

Custody Relationships
The Bank of New York Mellon (BNY Mellon) serves as the Master Trustee (Trustee) of the Plan and accounts for the entire portfolio. The Plan has certain commingled fund investments where the investment advisor has contracted the custodial services to a financial institution other than BNY Mellon.

The holdings for private equity funds are investments in limited partnerships and not held at a custody bank. The private equity funds comprise 7.3 percent of the Net Assets Available for Benefits in fiscal year 2013 and 7.1 percent in fiscal year 2012. The holdings for the private real estate investments are investments in commercial real estate and also are not held at a custody bank. The private real estate investments comprise 5.3 percent of the Net Assets Available for Benefits in fiscal year 2013 and 4.8 percent in fiscal year 2012.

Investment Valuation and Income Recognition
The Plan's investments and derivative instruments are reported at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair value is viewed as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or the liability. There is a fair value hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1 Inputs: Quoted prices (unadjusted) for identical assets in active markets that the Plan has the ability to access at the measurement date.

Level 2 Inputs: Significant observable inputs other than Level 1 such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data such as matrix pricing, yield curves, and indices.

Level 3 Inputs: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair value of investments apply to investments held directly by the Plan. Third-party pricing vendors provide valuations for investments held by the Plan in most instances. In instances where pricing is determined to be based on unobservable inputs, a Level 3 classification has been assigned.

Vendor-provided prices for the Plan's investments are subjected to automated tolerance checks by the Trustee to identify and avoid, where possible, the use of inaccurate prices. Any questionable prices identified are reported to the vendor that provided the price. If the prices are validated, the primary pricing source is used. If not, a secondary source price that has passed the applicable tolerance check is used (or queried with the vendor if it is out of tolerance), resulting in either the use of a secondary price, where validated, or the last reported default price, as in the case of a missing price. For monthly valued accounts, where secondary price sources are available, an automated inter-source tolerance report identifies prices with an inter-vendor pricing variance of over 2 percent at an asset class level. For daily valued accounts, each security is assigned, where possible, an indicative major market index, against which daily price movements are automatically compared. Tolerance thresholds are established by asset class. Prices found to be outside of the applicable tolerance threshold are reported and queried with vendors as described above.

Equities and Preferred securities: Investment securities, including common stock, mutual funds, and preferred securities listed on either a national or foreign securities exchange or traded in the over-the-counter National Market System, are generally valued each business day at the official closing price (typically the last reported sale price) on the exchange on which the security is primarily traded. If there are no current day sales, the securities are valued at their last quoted bid price. Equities and preferred securities priced by an exchange in an active market are classified as Level 1.

Corporate debt securities: Corporate bonds are valued based upon recent bid prices or the average of recent bid and asked prices when available (Level 2 inputs) and, if not available, they are valued through matrix pricing models developed by sources considered by management to be reliable. Matrix pricing, which is a mathematical technique commonly used to price debt securities that are not actively traded, values debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

Residential mortgage-backed securities: Residential mortgage-backed securities consist of collateralized mortgage obligations (CMOs) and U.S. pass-through security pools related to government-sponsored enterprises (GSEs). CMO pricing is typically based on either a volatility-driven, multidimensional, single-cash-flow stream model or an option-adjusted spread model. These models incorporate available market data such as trade information, dealer quotes, market color, spreads, bids, and offers. Pricing for GSE securities, including the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, and the Government National Mortgage Association, is typically based on quotes from the To Be Announced (TBA) market, which is highly liquid with multiple electronic platforms that facilitate the execution of trading between investors and broker/dealers. Prices from the TBA market are then compared against other live data feeds as well as input obtained directly from the dealer community. A tolerance check, adjusted dynamically in response to market conditions, is applied to check for consistency across the trading platforms and dealer quotes. If discrepancies are identified, the data is reviewed to resolve the differences and determine an appropriate evaluation. Residential mortgage-backed securities are considered to be priced using Level 2 inputs because of the nature of their market-data-based pricing models.

U.S. Treasury and agency securities: For U.S. Treasury securities, fair values reflect the closing price reported in the active market in which the security is traded (Level 1 inputs). Agency securities are typically priced using evaluated pricing applications and models incorporating U.S. Treasury yield curves. Agency securities are classified as Level 2 because of the nature of their market-data-based pricing models.

Debt securities issued by foreign governments: These include foreign government bonds and foreign government inflation-linked securities. They are typically priced based on proprietary discounted cash flow models, incorporating option-adjusted spread features as appropriate. Debt securities issued by foreign governments are classified as Level 2 because of the nature of their market-data-based pricing models.

Asset-backed securities: Asset-backed securities are typically priced based on a single cash-flow stream model, which incorporates available market data such as trade information, dealer quotes, market color, spreads, bids, and offers. Because of the market-data-based nature of such pricing models, asset-backed securities are classified as Level 2.

Debt securities issued by state and local governments: Debt securities issued by state and local governments are typically priced using market-data-based pricing models, and are therefore classified as Level 2. These pricing models incorporate market data such as quotes, trading levels, spread relationships, and yield curves, as applicable.

Commercial mortgage-backed securities: Commercial mortgage-backed securities are typically priced based on a single-cash-flow stream model, which incorporates available market data such as trade information, dealer quotes, market color, spreads, bids, and offers. Because of the market-data-based nature of such pricing models, commercial mortgage-backed securities are classified as Level 2.

Private equity funds: Private equity limited partnerships are reported at net asset values provided by the fund managers.

The private equity limited partnerships typically make longer-term investments in private companies and seek to obtain financial returns through long-term appreciation based on corporate stewardship, improved operating processes, and financial restructuring, which may involve a merger or acquisition. Significant investment strategies include venture capital; buyout; mezzanine, or subordinated debt; restructuring, or distressed debt; and special situations. Venture capital partnerships consist of two main groupings. Early-stage venture capital partnerships invest in businesses still in the conceptual stage where products may not be fully developed and where revenues and/or profits may be several years away. Later-stage venture capital partnerships invest in more mature companies in need of growth or expansion capital. Buyout partnerships provide the equity capital for acquisition transactions either from a private seller or the public, which may represent the purchase of the entire company or a refinancing or recapitalization transaction where equity is invested. Mezzanine or subordinated debt partnerships provide the intermediate capital between equity and senior debt in a buyout or refinancing transaction and typically own a security in the company that carries current interest payments as well as a potential equity interest in the company. Restructuring or distressed debt partnerships purchase opportunities generated by overleveraged or poorly managed companies. Special situation partnerships include organizations with a specific industry focus not covered by the other private equity subclasses or unique opportunities that fall outside the regular subclasses.

The private equity funds have no investment withdrawal provisions prior to the termination of the partnership, and as such are classified as Level 3. The restricted investments of the private equity funds amounted to $538.8 million as of September 30, 2013, and $506.1 million as of September 30, 2012. Partnerships generally continue 10 to 12 years after the inception of the fund. The partnerships are subject to three to four one-year extensions at the discretion of the General Partner. The contractual maturities of private equity funds held in 2013 range from July 2014 to February 2024 before the extensions are applied. Partnerships can generally be dissolved by an 80 percent vote in interest by all limited partners, with some funds requiring the occurrence of a specific event.

Private real estate investments: The Plan's ownership in private real estate investments consists of a pro rata share and not a direct ownership of the underlying investments. The fair values of the Plan's private real estate investments are estimated utilizing net asset values provided by the investment managers. The methodologies utilized by the investment managers to calculate their net asset values are summarized as follows:

The Plan is invested in limited partnerships that invest in real estate securities, real estate partnerships, and in direct real estate properties. This includes investments in office, multifamily, industrial, and retail investment properties in the U.S. and international markets. The investment strategy focuses on distressed, opportunistic, and value-added opportunities. Partnership investments also include mortgage and/or real estate-related fixed-income instruments and related securities. Investments are diversified by property type and geographic location.

The Plan is invested in a commingled fund that develops, renovates, and re-leases real estate properties to create value. Investments are predominantly in top tier real estate markets that offer deep liquidity. Property types include residential, office, industrial, hotel, retail, and land. Properties are diversified by geographic region within the U.S. domestic market. The Plan is invested in a second commingled fund that invests primarily in core, well-leased, operating real estate properties with a focus on income generation. Investments are diversified by property type with a focus on office, industrial, apartment, and retail. Properties are diversified within the U.S. with an overweight to major market and coastal regions.

Fair value estimates of the underlying investments in these limited partnerships and commingled fund investments are primarily based upon property appraisal reports prepared by independent real estate appraisers within a reasonable amount of time following acquisition of the real estate and no less frequently than annually thereafter. The appraisals are based on one or a combination of three methodologies: cost of reproduction analysis, discounted cash flow analysis, and sales comparison analysis. Pricing for certain investments in mortgage-backed and asset-backed securities is typically based on models that incorporate observable inputs.

The Plan is invested in a private real estate investment trust formed to make direct or indirect investments in commercial timberland properties. Pricing for these types of investments is based on comprehensive appraisals that are conducted shortly after initial purchase of properties and at three-year intervals thereafter. All appraisals are conducted by third-party timberland appraisal firms. Appraisals are based on either a sales comparison analysis or a discounted cash flow analysis.

The fair value hierarchy level classifications for the Plan's real estate investments are determined based on redemption terms. Investments which cannot be redeemed at the measurement date, but which can be redeemed at a future date, are evaluated based on the length of time until the investment will become redeemable in determining whether the investment should be reported in either Level 2 or Level 3 of the fair value hierarchy. The redemption provisions vary by fund and are detailed below:

Private Real Estate Investment Restrictions

(Dollars in thousands)	**2013 Fair Market Value**	2012 Fair Market Value
Withdrawals available quarterly	**$ 305,279**	$ 271,611
Restricted - No withdrawals until partnership termination	**$ 59,469**	$ 47,874
Sale of shares permitted under prescribed guidelines	**$ 26,671**	$ 23,080

Derivatives: The Plan invests in a variety of derivative instruments. The valuation methodologies for these instruments are as follows:

Futures: The Plan enters into futures. The futures contracts are listed on either a national or foreign securities exchange and generally valued each business day at the official closing price (typically the last reported sales price) on the exchange on which the security is primarily traded. The pricing is performed by third-party vendors. Since futures are priced by an exchange in an active market, they are classified as Level 1.

Net due to broker on futures: These transactions represent cash reconciliations of margin balances that are classified as Level 2.

Options: The Plan enters into purchased and written options. Options that are listed on either a national or foreign securities exchange are generally valued each business day at the official closing price (typically the last reported sales price) on the exchange on which the security is primarily traded. These options are classified as Level 1. Options traded over the counter and not on exchanges are priced by third-party vendors and are classified as Level 2.

Swaps: The Plan enters into various types of swaps. Credit default swaps are priced at market using models that consider cash flows, credit curves, recovery rates, and other factors. The pricing is performed by third-party vendors. Interest rate swap contracts are priced at market using forward rates derived from the swap curve, and the pricing is also performed by third-party vendors. Other swaps such as equity index swaps, and variance swaps are priced by third-party vendors using market inputs such as spot rates, yield curves, and volatility. The Plan's swaps are generally classified as Level 2 based on the observable nature of their pricing inputs.

Foreign currency forwards: The Plan enters into foreign currency forwards. All commitments are marked to market daily at the applicable translation rates, and any resulting unrealized gains or losses are recorded. Foreign currency forwards are priced by third-party vendors and are classified as Level 2.

See Note 3 for additional information regarding derivative financial instruments.

Commingled funds: The Plan invests in commingled funds, which include collective trusts, unit investment trusts, and similar investment funds that predominantly hold debt and/or equity securities as underlying assets. The Plan's ownership consists of a pro rata share and not a direct ownership of an underlying investment. These commingled funds are valued at their closing net asset values (or unit value) per share as reported by the managers of the commingled funds and as supported by the unit prices of actual purchases and sale transactions occurring as of or close to the financial statement date (Level 2 inputs).

The Plan is invested in equity commingled funds, which can be categorized as either passively managed index funds or actively managed funds. The equity index funds seek to track the performance of a particular index by replicating its capitalization and characteristics. Passive fund benchmark indices include the Russell 1000 index, the S&P 500 index, and the Morgan Stanley Capital International All Country World Index ex-U.S. The actively managed equity funds seek to outperform certain equity benchmarks through a combination of fundamental and technical analysis. Active funds select portfolio positions based upon their research.

The Plan is invested in debt commingled funds, which can be categorized as either passively managed index funds or actively managed funds. The plan's debt index fund invests in a diversified portfolio of fixed-income securities and derivatives of varying maturities to replicate the characteristics of the Barclays Capital U.S. Aggregate Bond index. The fund seeks to track the total return of the Barclays Capital U.S. Aggregate Bond Index. The actively managed debt funds seek to outperform certain fixed-income benchmarks through fundamental research and analysis. The funds invest in a diversified portfolio of fixed income securities and derivatives of varying maturities. The objective is to achieve a positive relative total return through active credit selection.

The Plan is invested in commingled funds, which invest across multiple asset classes that can be categorized as blended. These funds seek to outperform a passive benchmark through active security selection. The funds invest in securities across equity, fixed income, currency and commodities. The portfolios employ fundamental, quantitative and technical analysis.

The Plan's investments in equity, debt, and blended commingled funds can generally be redeemed at any time upon notification of the investment managers, with required notice periods varying from same-day to monthly. These investments do not have unfunded commitments.

Institutional mutual funds: Participation units of institutional mutual funds are stated at their quoted redemption values as reported by the investment managers based on their net asset values, which reflect the fair values of the underlying investments. These funds are traded at published net asset values in an active market (Level 1 inputs).

Cash collateral held under securities lending arrangements: Fair value has been determined to approximate the deposit account balances held in cash collateral pools (Level 2 inputs), as no discounts for credit quality or liquidity were determined to be applicable.

Cash equivalents and other short-term investments: Cash equivalents and other short-term investments are highly liquid securities with a maturity of less than three months and 12 months, respectively. These consist primarily of discount securities such as commercial paper, repurchase agreements, U.S. Treasury bills, and certain agency securities. These securities may be priced at cost, which approximates fair value due to the short-term nature of the instruments. Model based pricing which incorporates observable inputs may also be utilized. These securities are classified as Level 2. Active market pricing may be utilized for U.S. Treasury bills, which are classified as Level 1.

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments and derivative instruments measured at fair value on a recurring basis are summarized on the following pages.

Assets and Liabilities at Fair Value

Investments and derivative instruments measured at fair value on a recurring basis at September 30, 2013, are summarized below:

		Fair Value Measurements at September 30, 2013, Using		
(dollars in thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Investments				
Equity securities				
Energy	$448,734	$448,734		
Financial services	283,437	283,437		
Industrials	216,515	216,089		$426
Consumer discretionary	188,264	188,264		
Information technology	164,132	164,063		69
Consumer staples	124,232	124,232		
Health care	111,957	111,957		
S&P 500 index fund	64,826	64,826		
Materials	61,430	61,430		
Telecommunication services	49,765	49,765		
Utilities	29,879	29,879		
Other	6,879	6,729		150
Preferred securities	22,499	17,948		4,551
Debt securities				
Corporate debt securities	1,381,273		$1,368,343	12,930
Residential mortgage-backed securities	368,906		366,263	2,643
Debt securities issued by U.S. Treasury and other U.S. government securities	138,444	138,444		
Asset-backed securities	147,850		137,833	10,017
Debt securities issued by state/local governments	36,437		36,437	-
Debt securities issued by foreign governments	31,107		30,283	824
Commercial mortgage-backed securities	20,827		18,101	2,726
Commingled funds				
Equity	1,267,718		1,267,718	
Fixed income	784,528		784,528	
Blended	263,378		263,378	
Institutional mutual funds	26,327	26,327		
Cash equivalents and other short-term investments	298,282	1,092	297,035	155
Private equity funds	538,832			538,832
Private real estate investments	391,419		305,279	86,140
Treasury bills, U.S. Government notes, and securities held as futures and other derivative collateral	38,838	7,736	31,102	
Securities Lending Commingled Fund	2,644		2,644	
Derivatives				
Purchased options	6,187		6,187	
Interest rate swaps	3,967		3,959	8
Futures	3,586	3,586		
Equity index swaps	13		13	
Total Investments	7,523,112	1,944,538	4,919,103	659,471
Foreign currency forward receivable	593,706		593,706	
Total Investments and Foreign Currency Forward Receivable at Fair Value	$8,116,818	$1,944,538	$5,512,809	$659,471
Liabilities				
Derivatives				
Foreign currency forward payable	$594,155		$594,155	
Written options	1,379		1,379	
Credit default swaps	892		892	
Total Derivative Liabilities at Fair Value	$596,426		$596,426	

Assets and Liabilities at Fair Value

Investments and derivative instruments measured at fair value on a recurring basis at September 30, 2012, are summarized below:

		Fair Value Measurements at September 30, 2012, Using		
(dollars in thousands)	**Total**	**Quoted Prices in Active Markets for Identical Assets Level 1**	**Significant Other Observable Inputs Level 2**	**Significant Unobservable Inputs Level 3**
Investments				
Equity securities				
Financial services	**$248,164**	**$248,162**		**$2**
Industrials	**194,765**	**194,701**		**64**
Information technology	**166,974**	**166,905**		**69**
Consumer discretionary	**166,889**	**166,889**		
Energy	**144,509**	**144,509**		
Consumer staples	**119,883**	**119,883**		
Health care	**108,001**	**108,001**		
Materials	**73,159**	**73,159**		
S&P 500 index fund	**61,611**	**61,611**		
Telecommunication services	**37,474**	**37,474**		
Utilities	**26,607**	**26,607**		
Other	**7,105**	**6,616**		**489**
Preferred securities	**25,568**	**17,923**	**$2,853**	**4,792**
Debt securities				
Corporate debt securities	**1,636,877**		**1,622,333**	**14,544**
Residential mortgage-backed securities	**396,933**		**392,157**	**4,776**
Debt securities issued by U.S. Treasury and other U.S. government securities	**225,216**	**223,479**	**1,737**	
Asset-backed securities	**137,392**		**119,663**	**17,729**
Debt securities issued by state/local governme	**45,853**		**44,488**	**1,365**
Debt securities issued by foreign governments	**33,576**		**30,585**	**2,991**
Commercial mortgage-backed securities	**30,645**		**28,606**	**2,039**
Commingled funds				
Equity	**1,209,106**		**1,209,106**	
Fixed income	**801,266**		**801,266**	
Blended	**275,312**		**275,312**	
Institutional mutual funds	**32,221**	**32,221**		
Cash equivalents and other short-term investmen	**210,415**	**101**	**210,183**	**131**
Private equity funds	**506,128**			**506,128**
Private real estate investments	**342,565**		**271,611**	**70,954**
Treasury bills, U.S. Government notes, and securities held as futures and other derivative collateral	**36,355**	**4,348**	**32,007**	
Securities Lending Commingled Fund	**2,945**		**2,945**	
Derivatives				
Purchased options	**7,402**		**7,402**	
Interest rate swaps	**66**		**66**	
Variance swaps	**31**		**31**	
Total Investments	**7,311,013**	**1,632,589**	**5,052,351**	**626,073**
Foreign currency forward receivable	**486,464**		**486,464**	
Total Investments and Foreign Currency Forward Receivable at Fair Value	**$7,797,477**	**$1,632,589**	**$5,538,815**	**$626,073**
Liabilities				
Derivatives				
Foreign currency forward payable	**$487,922**		**$487,922**	
Futures	**2,674**	**$2,674**		
Written options	**803**	**26**	**771**	**$6**
Credit default swaps	**637**		**653**	**(16)**
Equity index swaps	**45**		**45**	
Total Derivative Liabilities at Fair Value	**$492,081**	**$2,700**	**$489,391**	**($10)**

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended September 30, 2013 and 2012, including the reporting classifications for the applicable gains and losses included in the Statements of Changes in Net Assets Available for Benefits.

Summary of Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Transactions

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended September 30, 2013.

(Dollars in thousands)	October 1, 2012	*Transfers in and/or out of Level 3	Purchases	Sales	Net realized/ unrealized appreciation/ (depreciation)	September 30, 2013	Net change in unrealized appreciation (depreciation) relating to investments still held at September 30, 2013
Private equity funds	$506,128	$0	$32,413	($83,533)	$83,824	$538,832	$44,189
Private real estate investments	70,954	0	7,851	(3,207)	10,542	86,140	11,542
Asset-backed securities	17,729	(5,732)	1,694	(4,253)	579	10,017	152
Corporate debt securities	14,544	(1,325)	6,073	(4,509)	(1,853)	12,930	(420)
Residential mortgage-backed securities	4,776	(2,428)	1,662	(1,421)	54	2,643	(3)
Preferred securities	4,792	0	0	0	(241)	4,551	(241)
Debt securities issued by foreign governments	2,991	0	786	0	(2,953)	824	38
Commerical mortgage-backed securities	2,039	0	1,029	(205)	(137)	2,726	(129)
Debt securities issued by state/local governments	1,365	(400)	2	(1,014)	47	0	0
Equity securities - Other	489	0	0	0	(339)	150	(339)
Cash equivalents and short-term investments	131	0	28	(28)	24	155	125
Equity securities - Information technology	69	0	0	0	0	69	0
Equity securities - Industrials	64	371	0	0	(9)	426	55
Equity Securities - Financial services	2	0	0	0	(2)	0	0
Credit default swaps	16	0	0	0	(16)	0	0
Written options	(6)	0	2	0	4	0	0
Interest rate swaps	0	0	8	0	0	8	0
Totals	$626,083	($9,514)	$51,548	($98,170)	$89,524	$659,471	$54,969

Summary of Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Transactions

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended September 30, 2012.

(Dollars in thousands)	October 1, 2011	*Transfers in and/or out of Level 3	Purchases	Sales	Net realized/ unrealized appreciation/ (depreciation)	September 30, 2012	Net change in unrealized appreciation (depreciation) relating to investments still held at September 30, 2012
Private equity funds	$497,322		$51,121	($87,781)	$45,466	$506,128	$11,048
Private real estate investments	79,005		26,618	(34,851)	182	70,954	(5,365)
Asset-backed securities	9,675	$9	10,194	(2,210)	61	17,729	(281)
Corporate debt securities	490	6,194	8,565	(619)	(86)	14,544	(114)
Residential mortgage-backed securities	13,810	(6,143)	3,786	(6,625)	(52)	4,776	23
Preferred securities	4,845				(53)	4,792	(53)
Debt securities issued by foreign governments			3,044		(53)	2,991	(54)
Commerical mortgage-backed securities	91	1,840	18		90	2,039	97
Debt securities issued by state/local governments	7,331	(3,550)	182	(2,715)	117	1,365	39
Equity securities - Other					489	489	(329)
Cash equivalents and short-term		3			128	131	129
Equity securities - Information technology		282		(98)	(115)	69	(115)
Equity securities - Industrials			179	(77)	(38)	64	(19)
Equity Securities - Financial services	1	71		(69)	(1)	2	
Equity securities - Health care	72				(72)		
Credit default swaps			16			16	
Written options			(6)			(6)	6
Totals	$612,642	($1,294)	$103,717	($135,045)	$46,063	$626,083	$5,012

* It is the Plan's policy to recognize transfers between fair value hierarchy levels at the beginning of the month for transfers identified by the custodian, and at the beginning of the reporting period for transfers

identified by the Plan. In most cases, transfers between levels are the result of the custodian's and/or the Plan's evaluation of pricing information.

Valuation Control Processes — Plan management has control processes that are designed to ensure that fair value measurements used by the Trustee are appropriate and reliable and that the valuation approaches are consistently applied. The Audit Committee of the System Board is responsible for reviewing the adequacy of the organization's system of internal control.

Management's valuation controls include:

- Reviewing annually the valuation and fair value hierarchy policies and practices of the Trustee
- Reviewing annually the valuation policies and methodologies of major third-party pricing vendors utilized by the Trustee
- Reviewing quarterly the pricing and position reconciliations performed by investment managers and the Trustee. Tolerance thresholds by investment type are set by both the investment managers and the Trustee. Discrepancies are investigated by both parties.
- Reviewing the quarterly statements and annual audited financial statements of all commingled and limited partnership funds. Reconciliations are performed verifying the Trustee records match the fund records. Audit opinions are read and any qualifications or disclaimers trigger further inquiry.
- Reviewing semi-annually the pricing sources, investment type categorizations, and fair value hierarchy classifications of all investment positions. Non-vendor pricing sources are inquired upon via the Trustee and/or the investment manager as appropriate. Trustee investment type categorizations are reviewed and Management may make reclassifications based on investment descriptions or other available information. Trustee fair value hierarchy classifications are reviewed and management may make reclassifications based upon available pricing information.
- Reviewing monthly investment manager guideline compliance and performance relative to applicable investment management agreements and benchmarks, respectively.
- A SOC1 Type 2 examination, which includes testing of TVARS controls over investment valuation and financial reporting, is performed annually upon TVARS. The resulting report is distributed to the TVARS Board, TVARS Management, TVARS's independent auditor, TVA, and TVA's independent auditor. Control testing exceptions are reviewed by the TVARS Board and corrective action is taken as appropriate.

Asset Allocation —Over the long-term, asset allocation is expected to be the single greatest contributor of risk and return to the System's investments. The asset allocation policy embodies the System Board's decisions about what proportions of the Retirement System's assets will be invested in various asset classes. Based on an asset-liability analysis conducted periodically by the investment consultant and the System's actuaries, and the return objectives, risk tolerance, and liquidity needs of the System a new asset allocation policy was approved on September 12, 2013. The implementation of this new policy will occur over a 12- to 18-month period.

The recommended long-term asset allocation policy is identified by strategic target weights to each of the major asset classes. In addition, minimum and maximum allocations are provided to serve as guidelines for the range of the asset classes. The asset classes may fluctuate within the bands established by the minimum and maximum allocation ranges before the Investment Staff considers reallocating from one asset class to another.

The asset allocation policy is designed to be dynamic in nature and responsive to changes in the funded status of the System consistent with the de-risking objective to reduce the volatility of the funded status over time. This asset allocation policy may be reviewed when there is a meaningful change in the financial condition of the System; the return objectives, risk tolerance, and liquidity needs of the System; or a change in capital market conditions.

The dynamic policy predetermines changes to the strategic target asset class weights in response to changes in the funded status of the System, either through improvement in the asset value, reduction in liability value, or a combination of the two. The objective of the dynamic policy is to reduce the volatility of the funded status of the System as the funded status improves. As the funded status of the System improves, the target asset allocation will follow a glide path on a forward moving basis. If market conditions cause the funded ratio to fall below the most recently adopted policy from the glide path, the policy will not shift backward along the glide path to previous policies but rather will maintain the newest adopted policy until the funded status exceeds the newest adopted policy targets. Initial target allocations are as follows:

Asset Category	September 2013 Target Allocation	September 2012 Target Allocation
Global public equity	31.7%	38%
Private equity	10%	10%
Low volatility global public equity	5%	-
Cash	2%	2%
Core fixed income	5%	5%
Long-term core fixed income	5%	5%
Investment grade credit	6.3%	5%
International emerging markets fixed income	5%	-
High yield fixed income	5%	10%
Global TIPS	5%	5%
Private real assets	10%	10%
Commodities	5%	5%
MLPs	5%	5%
Total	100%	100%

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and participants' individual account balances.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Tax Status

The Internal Revenue Service (IRS) determined and informed the System in August 2013 that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended subsequent to the receipt of the latest IRS determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements.

As plans maintained for employees of an agency of the federal government, the Plan is a governmental plan within the meaning of Section 3(32) of ERISA. For the most part, governmental plans are excluded from ERISA, which governs private employer pension plans. The Plan is also a governmental plan within the meaning of Section 414(d) of the IRC and, as a result, is exempt from the requirements of the IRC that parallel those contained in ERISA.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized upon examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service, Tax Exempt and Government Entities Division; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to plan qualification examinations for years prior to 2007.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States 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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s). Management also uses estimates and assumptions in determining the actuarial present value of accumulated Plan benefits and the changes in actuarial present value of accumulated Plan benefits. Actual results could differ materially from those estimates.

Note 3
DERIVATIVE FINANCIAL INSTRUMENTS

The Plan is party to derivative financial instruments in its normal course of business. Interest rate futures, options, and swaps, forward volatility options, and inflation rate floor options may be utilized for managing duration and yield curve risk. Credit default swaps and options may be utilized to obtain credit default protection or as a substitute for the bond, but not to employ leverage. Foreign currency forwards, options, and futures may be utilized to hedge risks associated with short-term exchange rate fluctuations or implement active management decisions via the currency markets. Equity futures and options, total return swaps, and variance swaps may be used in the implementation of various active management strategies. Derivatives are not to be used to effectively leverage the portfolio. Net exposures resulting from derivatives transactions must be covered by holdings within the portfolio. Under the investment management agreements, investment managers may not use derivative financial instruments to fundamentally change the risk/return profile of their portfolios relative to their benchmarks. Additionally, these managers cannot invest in asset classes that are inconsistent with the benchmarks of their strategies. The derivative strategies employed by the managers in their individual portfolios can expose the Plan to market and credit risk.

The Plan has counterparty exposure in the derivative instruments of certain currency forwards, options, and swaps. Such contracts and agreements have been executed with creditworthy counterparties. Thus, the Plan considers the risk of nonperformance to be remote. The credit risks associated with these instruments are controlled through the evaluation and continual monitoring of the creditworthiness of the counterparties. The Plan also reviews the credit ratings of counterparties on a regular basis. In the event that a counterparty fails to meet the terms of a contract or agreement, the Plan's exposure should be limited to the currency rate differential or contract differential. A summary of derivatives is presented below.

(Dollars in thousands)	Fair Values of Derivative Instruments on Statements of Net Assets Available for Benefits — as of September 30, 2013 Notional Amount *	as of September 30, 2013 Fair Value	as of September 30, 2012 Notional Amount *	as of September 30, 2012 Fair Value	Effect of Derivative Instruments on the Statement of Changes in Net Assets for the year ended September 30, 2013 — Net Appreciation (Depreciation)
Assets					
Futures contracts					
Equity futures	$ 663,555	$ 3,119	$ 581,500	$ (2,349)	$ 137,155
Foreign currency futures	637,436	1,475	111,514	243	817
Interest rate futures	(65,566)	(1,008)	(136,376)	(568)	5,575
Total futures contracts	$ 1,235,425	$ 3,586	$ 556,638	$ (2,674)	$ 143,547
Option contracts					
Purchased options					
Equity options	2,500	$ 6,187	1,312	$ 7,402	$ (30,684)
Interest rate options					(150)
Foreign currency options			4,900	-	(8)
Total purchased options	2,500	$ 6,187	6,212	$ 7,402	$ (30,842)
Swaps					
Interest rate swap contracts	$ 137,149	$ 3,967	$ 4,642	$ 66	$ (244)
Variance swap contracts			$ 1,610	$ 31	$ 21
Total return swap contracts	$ (4,525)	$ 13	$ 8,571	$ (45)	$ 121
Forwards					
Forward foreign currency contracts - receivables		$ 593,706		$ 486,464	$ 110,898
Liabilities					
Option contracts					
Written options					
Equity options	(2,500)	$ (1,125)	(70)	$ (582)	$ 1,776
Interest rate options	(100,300)	(245)	(101,854)	(206)	968
Credit default swap options	(200)				
Foreign currency options					11
Inflation rate floor options	(13,900)	(9)	(13,900)	(15)	6
Total written options	(116,900)	$ (1,379)	(115,824)	$ (803)	$ 2,761
Swaps					
Credit default swap contracts	$ 79,144	$ (892)	$ 184,915	$ (637)	$ (1,657)
Forwards					
Forward foreign currency contracts - payables		$ (594,155)		$ (487,922)	$ (109,309)

* Reflects number of contracts for options (in thousands)

* Number of forward foreign currency contracts outstanding as of September 30, 2013 and September 30, 2012 were 404 and 295, respectively

Note 4
SECURITIES LENDING

In fiscal year 2009, the System Board moved to discontinue the Securities Lending program as collateral securities mature. Loans are secured by collateral at least equal to 102 percent of the fair value of the securities loaned for securities of United States issuers denominated in United States dollars. The required collateral percentage is also 102 percent for loans of securities of non-United States issuers for which the collateral is denominated in the same currency as the loaned securities. The required collateral percentage is 105 percent for the loan of securities of non-United States issuers for which the collateral is not denominated in the same currency as the loaned securities. The Plan generally receives cash as collateral for securities lending, but it may also receive investment grade securities or interest in tri-party accounts containing investment grade securities. The cash collateral received for securities lending is recorded both as an asset and a liability in the Statement of Net Assets Available for Benefits. Cash received is invested in commingled funds of various short-term investments where the maximum weighted average maturity of the fund is 90 days and is organized and managed by Mellon Global Securities Services (MGSS), which is limited to investment activities incidental to, or in support of, the securities lending program organized and managed by MGSS. The Plan does not have the right to sell or repledge securities or interest in tri-party accounts received as collateral. The Plan receives a portion of the income earned on the collateral and also continues to earn income on the loaned securities. Any gain or loss in the market price of the securities loaned that may occur during the term of the loan will be for the account of the Plan. The lending agent provides the Plan with indemnification against losses due to borrower default. The Plan bears the risk of loss only with respect to the investment of any cash collateral. A summary of securities currently out on loan and the related collateral is provided below.

SECURITIES LENDING

As of September 30, 2013 and 2012, the Plan loaned securities having a fair value of approximately $2.5 million and $2.8 million, respectively, and received $2.6 million and $2.9 million, respectively, of collateral in the form of cash.

The following tables summarize the securities loaned and the related collateral:

(Dollars in thousands) ***September 30, 2013***	**Fair Value of Securities on Loan**	**Total Collateral**	**Collateral Percent**	**Fair Value of Collateral - Cash**
Corporate bonds	**1,549**	**1,585**	**102.3%**	**1,585**
Common stocks - domestic	**$ 673**	**$ 723**	**107.5%**	**$ 723**
Common stocks - internationa	**228**	**236**	**103.3%**	**236**
U.S. government	**99**	**100**	**102.0%**	**100**
	$ 2,549	**$ 2,644**	**103.7%**	**$ 2,644**

September 30, 2012				
Common stocks - domestic	$ 1,596	$ 1,671	104.7%	$ 1,671
Common stocks - international	896	941	105.0%	941
Corporate bonds	316	323	102.2%	323
U.S. government	10	10	102.1%	10
	$ 2,818	$ 2,945	104.5%	$ 2,945

Note 5
COMMITMENTS AND CONTINGENCIES

The Plan has made commitments to various limited partnerships and private real estate investments. A summary is provided below.

(Dollars in thousands)	**2013** Number of Funds	**2013** Fair Market Value	**2013** Unfunded Commitments	2012 Number of Funds	2012 Fair Market Value	2012 Unfunded Commitments
Private Equity Funds	**23**	**$ 538,832**	**$ 99,292**	23	$ 506,128	$ 130,741
Private Real Estate Funds	**8**	**$ 391,419**	**$ 35,478**	9	$ 342,565	$ 44,240

Note 6
MEMBER CONTRIBUTIONS

Eligible members may voluntarily contribute to either the Fixed Fund, the Variable Fund, or both. Federal income tax is deferred on earnings until annuity payments start or withdrawals are made. Members are also permitted to transfer their contributions between the Fixed Fund and the Variable Fund once per calendar month and may, at any time during employment, transfer their entire balance to the 401(k) Plan. Members who transfer their balance to the 401(k) Plan on or after May 1, 2005, are no longer eligible to contribute to the Fixed Fund or the Variable Fund. Upon retirement, those who first became members before January 1, 1996, may transfer all or any portion of their after-tax balance in the 401(k) Plan to the Fixed Fund and/or Variable Fund to receive monthly payments.

Note 7
EMPLOYER CONTRIBUTIONS

TVA made a $1 billion contribution to the System in September 2009. As disclosed below and in Note 8, there will be no further contributions required by TVA until fiscal year 2014. In September 2011, TVA made a discretionary contribution of $270 million to the System. In August 2013, the TVA Board approved a $250 million contribution to the System for fiscal year 2014. This contribution exceeds the minimum required by the System Rules.

The funding method for the Plan is established solely under the System's Rules and Regulations (Rules). The minimum required funding method calls for TVA's rate of contribution in a fiscal year to be not less than the sum of the normal contribution (the long-term annual weighted average cost of benefits excluding cost-of-living adjustments [COLAs]), the accrued liability contribution (an amortized portion of the Plan's deficit or surplus based on the value of benefits excluding COLAs), and a cost-of-living contribution (an amount to fund COLAs paid during the year). As disclosed below and in Note 8, there will be no further contributions required by TVA until fiscal year 2014.

Under the Rules, TVA may utilize a portion of a reserve account, which consists of contributions made by TVA for past years in excess of the minimum required under the Rules, to offset the cost-of-living contribution component of the minimum required funding method. In addition, TVA's contribution rate for a fiscal year may be reduced or eliminated, upon the System Board's recommendation, if the market value of the Plan's assets exceeds the present value of accrued Plan benefits on the Plan's last valuation date.

Note 8
AMENDMENTS TO THE RULES AND REGULATIONS

In fiscal year 2013, the Board made housekeeping amendments to the Rules for compliance with IRS regulations to maintain favorable tax-qualified status.

The following amendments to the Rules were made in August 2009 in exchange for TVA's contribution of $1 billion to the System for fiscal year 2010 to fund the vested benefits of the System and as a contribution through fiscal year 2013:

- Change in the eligibility for COLAs from age 55 to actual age 60 for those retiring on or after January 1, 2010.
- Change in the COLA calculation for retirees over the next four years from the change in CPI over the previous year, capped at 5 percent, to the following:
  - For CY 2010, there was no COLA payment.
  - For CY 2011, the COLA was 1.15 percent.
  - For CY 2012, the COLA was 0.00 percent.
  - For CY 2013, the COLA was 2.30 percent.
- Change in the interest crediting rate on members' contributions to the System's Fixed Fund from 7.25 percent to the lesser of 6 percent or the actuarial rate of return minus 0.50 percent for all members effective January 1, 2010. In calendar years 2013 and 2012, the interest rate was 6 percent.
- Addition of a provision for the System Board to select one or more investment professionals or financial experts as nonvoting members of and advisors to the System Board's Investment Committee. In fiscal year 2010, Michael Brakebill, Chief Investment Officer of the Tennessee Consolidated Retirement System, was selected as an investment advisor to the System Board.
- In consideration of a contribution of $1 billion by TVA to the System for fiscal year 2010, the minimum required funding method for determining TVA contributions is suspended for a four-year period from fiscal year 2010 through fiscal year 2013.

Wages and salaries, in determining pension benefits at retirement, now include certain lump-sum payments made in lieu of base wage or salary increases for fiscal years 1998 through 2012. Wages and salaries also include lump-sum payments for certain TVA performance incentive plans beginning in fiscal year 2000.

Note 9
ACTUARIAL ASSUMPTIONS

Accumulated benefits are those future periodic payments, including single-sum payments, that are attributable under the Plan to the service members have rendered and contributions members have made. Accumulated benefits include benefits expected to be paid to (1) retired or terminated members or to their beneficiaries, (2) beneficiaries of members who have died, and (3) current members or their beneficiaries.

Pension benefits under the Plan's Original Benefit Structure are based on members' years (to the nearest month) of creditable service, highest average base pay during any three consecutive years of creditable service, and a pension factor, less a Social Security offset. Calculations of the accumulated pension benefits for active employees are based on their average compensation during the last three years ending on the valuation date.

Pension benefits under the Plan's Cash Balance Benefit Structure are based on pay credits and interest credits that accumulate over the members' cash balance service. Pay credits accumulate at a rate equal to 6 percent of members' compensation, and interest is credited each month at the rate established by the System Board each January 1. The interest rate is determined by calculating the percentage change of the 12-month average of the Consumer Price Index for the period ending the previous October 31 over the preceding 12-

month period, plus 3 percent. The System has established a minimum annual interest rate of 6 percent and a maximum annual interest rate of 10 percent for interest credits. The interest rate was 6 percent for calendar years 2013 and 2012. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included to the extent they are deemed attributable to members' service rendered to the valuation date.

The actuarial present value of accumulated benefits is determined by the System's actuary, Mercer Human Resource Consulting, and is the amount that results from applying actuarial assumptions to adjust the accumulated benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawals or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of September 30, 2013 and 2012, were:

A. Life expectancy of participants – the Combined Healthy RP-2000 Mortality table projected to 2022 for 2013 and the Combined Healthy RP-2000 Mortality table projected to 2013 for 2012.
B. Interest rate – 7.25 percent for 2013 and 2012.
C. Retiree cost-of-living increases – 2.5 percent annually for 2013 and 2012.
D. Annual rates of retirements – the assumptions for fiscal years 2013 and 2012 were:

Fiscal Year 2013		**Fiscal Year 2012**	
Attained Age	**Annual Rates of Retirement**	**Attained Age**	**Annual Rates of Retirement**
45-49	**2%**	45-50	2%
50-54	**6%**	51-54	3%
55	**15%**	55	5%
56-59	**12.5%**	56	6.0%
60-61	**20%**	57	7%
62	**30%**	58	8%
63-64	**25%**	59-60	10%
65	**30%**	61	25%
66-69	**25%**	62	35%
70	**100%**	63-64	25%
		65	100%

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated benefits.

Accumulated Benefits

The estimated actuarial present value of accumulated benefits for the System payable from the Fixed Benefit Fund is as follows:

	September 30	
(Dollars in thousands)	**2013**	2012
Vested benefits		
Participants currently receiving benefits	**$6,991,500**	$6,470,600
Active participants	**2,066,700**	2,242,900
Deferred benefit participants	**69,700**	77,700
Total	**9,127,900**	8,791,200
Nonvested benefits	**66,700**	64,800
Total estimated actuarial present value of accumulated benefits payable from the Fixed Benefit Fund	**$ 9,194,600**	$ 8,856,000

The calculations presented in this section are solely for purposes of fulfilling plan accounting and reporting requirements in accordance with the *Plan Accounting - Defined Benefit Plans* topic of the FASB codification.

The changes in the estimated actuarial present value of accumulated benefits payable from the Fixed Benefit Fund are as follows:

(Dollars in thousands)	*September 30* **2013**	2012
Actuarial present value of accumulated benefits payable from the Fixed Benefit Fund at beginning of year	**$ 8,856,000**	$ 8,667,000
Increase during the year attributable to:		
Additional benefits accumulated and actuarial gains and losses	**152,000**	187,600
Interest due to decrease in the discount period	**619,200**	606,400
Benefits paid to participants	**(630,400)**	(605,000)
Change in assumptions	**64,400**	
Programming changes for participants who selected the interest only option	**133,400**	
Actuarial present value of accumulated benefits payable from the Fixed Benefit Fund at end of year	**$ 9,194,600**	$ 8,856,000

Note 10
NET APPRECIATION (DEPRECIATION) OF INVESTMENTS

During 2013 and 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (or depreciated) in value as follows:

(Dollars in thousands)	**2013**	2012
Equity securities	**$289,695**	$226,776
Commingled funds	**243,160**	330,973
Private equity, private real estate & other	**138,631**	88,347
Derivatives	**115,296**	127,942
Debt securities	**(64,753)**	160,003
Net appreciation (depreciation)	**$722,029**	$934,041

INVESTMENT HOLDINGS OF FIVE PERCENT OR MORE

During 2013 and 2012, the Plan's investments representing Five percent or more of the Net Assets Available for Benefits were as follows:

September 30, 2013 and 2012 ***(Dollars in thousands)***		**2013**			2012
Bridgewater TVARS, LLC	**$**	**522,633**		$	539,883
Bank of New York Mellon EB Daily Valued, All Country World Index excluding the United States		**522,596**			455,633
Bank of New York Mellon EB Daily Valued Large Capital Fund		**364,810**	*		385,478

** Shown for comparative purposes only as these funds are not greater than Five percent of Net Assets Available for Benefits at September 30, 2013.*

Note 11
INVESTMENT EXPENSES AND RELATED PARTY TRANSACTIONS

The Plan paid investment managers $ 37.2 million in fiscal year 2013 and $ 37.8 million in fiscal year 2012 for fees related to the management of plan investments. The decrease in investment managers' fees was primarily due to market performance and negotiating with managers to convert certain performance fee accounts into fixed fee accounts, which should also reduce the volatility of investment expenses. In the Statements of Changes in Net Assets Available for Benefits, the investment expenses are netted against the investment income.

BNY Mellon is the Trustee of the Plan, and therefore plan investments that are managed by BNY Mellon and its subsidiaries and affiliates qualify as related party transactions. The investment management and trustee fees paid to BNY Mellon were $2.2 million in both fiscal years 2013 and 2012.

Note 12
ADMINISTRATIVE EXPENSES

The Plan incurred administrative expenses of $ 5.9 million in fiscal year 2013 and $ 5.6 million in fiscal year 2012. The administrative expenses include the System staff operations, actuarial services, investment consulting services, legal fees, auditing fees, and other administrative services.

The System staff are TVA employees, and the System utilizes other TVA resources in the administration of the Plan. The System reimburses TVA for expenses incurred on behalf of the Plan. The System paid TVA $3.9 million in both fiscal years 2013 and 2012.

Note 13
TERMINATION

Under the Rules and Regulations of the System, TVA has the right at any time in its discretion to discontinue or reduce contributions to the System or to terminate the System. No such termination of the System shall affect the obligations of TVA with regards to employees' non-forfeitable rights to accrued benefits as set out in the System's rules. In the event the System is terminated, the net assets of the System will be allocated generally to provide Plan benefits in the following order: (1) Fixed and Variable Fund benefits based upon members' contributions, (2) nonforfeitable benefits based upon TVA's contributions (defined benefit portion of the Plan), and (3) to the extent feasible, cost-of-living increases thereto. The Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation.

Note 14
VARIABLE FUND

The Variable Fund is an investment option for eligible members of the Plan. The Employee Account was transferred to the Fidelity Spartan 500 Index Fund held by Fidelity Investments on August 1, 2006. The Employee Account had been previously invested in the Dreyfus Basic S&P 500 Stock Index Fund. Members' contributions purchase shares at the net asset value of the fund on the date of contribution. If members, upon retirement or termination from employment, elect to withdraw the balance in their accounts, the shares in the mutual fund will be redeemed and the proceeds will be paid. Eligible retired members who elect to receive a monthly annuity benefit redeem shares in the Fidelity Spartan 500 Index Fund, and the proceeds are used to purchase units in the Retiree Account. This account is invested in a commingled trust fund with the underlying investment in stocks included in the S&P 500 Stock Index. The value of the members' units fluctuates with the value of the net assets in the Retiree Account. The value of the retiree units is also updated monthly for interest accruals and annually by an actuarial valuation.

Members can transfer their Variable Fund balance to the Fixed Benefit Fund at various times to provide members with the ability to choose a fixed benefit structure. The Variable Fund benefits are paid entirely from the Variable Fund assets, and the Fixed Benefit Fund assets are not legally available to the Variable Fund. The Variable Fund assets are restricted entirely to the Variable Fund benefits and are not legally available for the funding of Fixed Fund annuity benefits or pension benefits. Key financial data of the Variable Fund at September 30, 2013 and 2012 are as follows:

(Dollars in thousands)	2013	2012
Assets		
Commingled funds	**$ 85,906**	$ 82,205
S&P 500 Stock Index Fund	**64,758**	61,611
Total investments at fair value	**150,664**	143,816
Due from broker	**69**	
Net receivable from the Fixed Benefit Fund	**1**	1
Liabilities		
Net payable from the Fixed Benefit Fund	**174**	
Net Assets	**$ 150,560**	$ 143,817

Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	**$ 24,475**	$ 34,653
Dividends	**1,368**	1,197
Total investment income (loss)	**25,843**	35,850
Members' Contributions	**2,102**	2,175
Net Transfers for:		
Retirement benefits, withdrawals and death benefits	**10,748**	9,441
Net transfers to Fixed Benefit Fund	**9,964**	8,403
Net transfers to 401(k) Plan	**490**	224
Net transfers	**21,202**	18,068
Net increase (decrease)	**$ 6,743**	$ 19,957

Note 15
PENDING LITIGATION

In March 2010, a group of eight current and former participants in and beneficiaries of the System filed a complaint asserting a purported class-action lawsuit against the six then-current members of the System Board of Directors concerning the amendments to the System Rules that became effective January 1, 2010. In September 2010, the Federal District Court dismissed the complaint, after which the plaintiffs filed an amended complaint against the System and TVA. The amended complaint (Duncan et. al. v. TVA and TVARS) challenges the actions by the System and TVA to (1) reduce the calculation for cost of living adjustment (COLA) benefits for calendar years 2010 through 2013, (2) reduce the interest crediting rate for the System's Fixed Fund accounts, (3) increase the eligibility age to receive COLAs to age 60, and (4) suspend the TVA contribution requirements for fiscal years 2010 through 2013. In the amended complaint, the plaintiffs allege that the January 1, 2010, amendments (1) breached the System's Rules and Regulations, (2) violated the Administrative Procedures Act, (3) violated the Sunshine Act, (4) violated the plaintiffs' constitutional rights, (5) breached the System Board's fiduciary duty to the plaintiffs, and (6) breached TVA's duty to make contributions to the System. The plaintiffs are seeking injunctive relief to rescind the amendments and money damages.

The parties filed a joint mediation report on April 20, 2012, and engaged in mediation in the fall and winter of that year. No settlement was reached. The mediation had removed the case from the Court's active docket, and the Court returned the case to the active docket on July 8, 2013, at the request of Plaintiffs. Since then, the parties have been actively involved in litigation, although they continue to discuss settlement.

TVA filed its Motion for Summary Judgment on November 18, 2013. Under the current Scheduling Order, the other parties have until June 10, 2014, to file their Motions for Summary Judgment. The parties will then have 30 days to file their responses.

The System has retained Bradley Arant Boult Cummings LLP to represent it in the lawsuit. The System has incurred legal fees concerning the litigation of $270 thousand in fiscal year 2013 and $302 thousand in fiscal year 2012. Loss contingencies, including claims and legal actions, are recorded as liabilities when the likelihood of loss is probable and an amount or range of probable loss can be reasonably estimated. Plan management has not concluded that any loss is probable as of September 30, 2013.

Note 16
SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through April 3, 2014, which is the date the financial statements were available to be issued.

INDEPENDENT AUDITOR'S REPORT

Participants and Administrator of
Tennessee Valley Authority Savings and Deferral Retirement Plan
Knoxville, Tennessee

Report on the Financial Statements

We have audited the accompanying financial statements of the Tennessee Valley Authority Savings and Deferral Retirement Plan, which comprise the statements of net assets available for benefits as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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. Those standards require that we plan and perform the audit 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 Plan'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 Plan'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 net assets available for benefits of the Tennessee Valley Authority Savings and Deferral Retirement Plan as of September 30, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
April 3, 2014

TVA Savings and Deferral Retirement Plan
401(k) Plan

Statements of Net Assets Available for Benefits

September 30, 2013 and 2012 *(Dollars in thousands)*	**2013**	2012
Assets		
Investments at fair value		
Life Cycle/Blended Funds	**$ 705,375**	$ 605,106
Domestic Equity Funds	**566,940**	452,593
Bond Funds	**174,423**	179,327
Stable Value Funds	**166,066**	170,581
Brokerage Link Funds	**128,875**	117,215
International Equity Funds	**86,030**	84,723
Total Investments at fair value	**1,827,709**	1,609,545
Due From Fidelity	**462**	
Notes Receivable		
Participant Loans	**35,825**	34,028
Total Assets and Net Assets reflecting all investments at fair value	**1,863,996**	1,643,573
Adjustment from fair value to contract value for fully benefit-responsive contracts	**(2,664)**	(5,156)
Net Assets Available for Benefits	**$ 1,861,332**	$ 1,638,417

The accompanying notes are an integral part of the financial statements.

TVA Savings and Deferral Retirement Plan
401(k) Plan

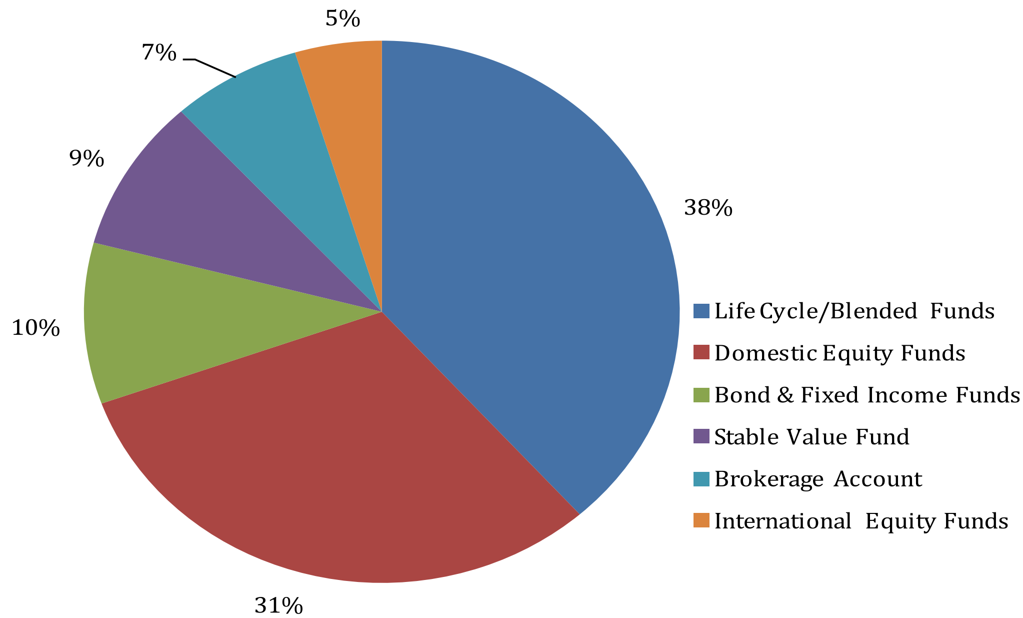
Statements of Changes in Net Assets Available for Benefits

Fiscal Years Ended September 30, 2013 and 2012

(Dollars in thousands)	**2013**	2012
Investment Income		
Net appreciation (depreciation)	**$ 139,627**	$ 204,252
Dividends and interest	**60,632**	38,141
Total Investment Income (Loss)	**200,259**	242,393
Contributions		
Members	**88,048**	86,729
TVA	**34,912**	33,823
Transfers from annuity funds	**10,705**	7,336
Total Contributions	**133,665**	127,888
Other Income		
Revenue Credit	**1,900**	
Total increase	**335,824**	**370,281**
Benefits, Withdrawals, and Transfers		
Benefits and withdrawals	**108,408**	96,711
Transfers to annuity funds	**4,326**	5,305
Administrative Expenses-Consultant and Audit Fees	**175**	
Total Benefits, Withdrawals, and Transfers	**112,909**	102,016
Net increase (decrease)	**222,915**	268,265
Net Assets Available for Benefits		
Beginning of year	**1,638,417**	1,370,152
End of year	**$ 1,861,332**	$ 1,638,417

The accompanying notes are an integral part of the financial statements.

401(k) Plan Asset Allocation (September 30, 2013, unaudited and for informational purposes only)



Notes to Financial Statements

Note 1
GENERAL PLAN DESCRIPTION
The Tennessee Valley Authority Savings and Deferral Retirement Plan [401(k) Plan] is a defined contribution plan for members of the System funded by participants' after-tax contributions and before-tax salary deferrals. Additionally, participants receive employer matching contributions provided by the Tennessee Valley Authority (TVA). Investment options for the after-tax, before-tax, Roth, and matching contributions consist of 77 eligible funds. A detailed description of the 401(k) Plan and the various investment options offered is available from the TVA Retirement System.

Vesting
Participants who contribute to the 401(k) Plan are immediately vested in their own contributions and become vested in TVA matching contributions upon completion of three years of actual service. Actual service is defined as the length of time spent as a member of the TVA Retirement System, not including credit for unused sick leave, forfeited annual leave, or pre-TVA employment military service. Upon completion of this service requirement, a member may withdraw matching contributions only upon retirement, disability, or termination of TVA employment. Upon death, matching contributions may be withdrawn without regard to the vesting requirement.

Forfeitures
If a participant ceases to be an employee for any reason other than death prior to completing three years of actual service, the entire amount of that participant's matching contributions account is forfeited as of the termination date. Forfeitures are used to reduce TVA's matching contributions to the 401(k) Plan and for 401(k) Plan administrative expenses. The amount of forfeitures used to reduce TVA's matching contributions totaled $739 thousand in fiscal year 2013 and $899 thousand in fiscal year 2012. The amount of forfeitures used for administrative expenses totaled $50 thousand in fiscal year 2013.

Termination
In the event the 401(k) Plan is terminated: 1) any unvested matching contributions in participant accounts will become vested, 2) the net assets will be distributed to participants in proportion to their respective accounts in the 401(k) Plan, and 3) payment of nonforfeitable benefits based on contributions and gains and losses thereon to participants' accounts will be assured.

Note 2
SIGNIFICANT ACCOUNTING POLICIES
Basis of Accounting
The Financial Statements are prepared on the accrual basis of accounting. Benefits are recognized at the time of payment.

Investment Valuation and Income Recognition
The 401(k) Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fair value is viewed as the price that would be received by the 401(k) Plan for an asset or paid by the 401(k) Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the 401(k) Plan's principal or most advantageous market for the asset or the liability. There is a fair value hierarchy which maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 inputs) and gives the lowest priority to unobservable inputs (Level 3 inputs). The three levels of inputs within the fair value hierarchy are defined as follows:

> Level 1 Inputs: Quoted prices (unadjusted) for identical assets in active markets that the 401(k) Plan has the ability to access at the measurement date.
>
> Level 2 Inputs: Significant observable inputs other than Level 1, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data such as matrix pricing, yield curves and indices.
>
> Level 3 Inputs: Significant unobservable inputs that reflect the 401(k) Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In many cases, a valuation technique used to measure fair value includes inputs from multiple levels of fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the 401(k) Plan to estimate the fair value of investments apply to investments held directly by the 401(k) Plan.

Mutual funds: A mutual fund is an investment company that pools the capital of many investors and invests it in stocks, bonds, short-term money market instruments, and other securities. The 401(k) Plan offers members mutual funds managed by Fidelity and other investment companies. The 401(k) Plan's investments in any mutual funds are valued at quoted market prices based on their closing net asset values (or unit value) per share.

Since mutual fund holdings are priced by an exchange in an active market, they are classified as Level 1.

Self-directed brokerage link (BrokerageLink): BrokerageLink allows participants to purchase Fidelity funds, other mutual funds not offered by Fidelity, or other investment securities. Participating members open a brokerage account with Fidelity. Each member selects the specific holdings for their account. The System reviews and categorizes the holdings of the BrokerageLink. The BrokerageLink comprises primarily stocks, mutual funds, bonds, certificates of deposit, and exchange-traded options. The fair value hierarchy classification is determined by the category pricing methodologies.

> Mutual funds, including money market mutual funds, are priced by an exchange in an active market and are therefore classified as Level 1. Stocks are priced based on quoted bid prices in active markets for identical assets and are therefore classified as Level 1.
>
> Bonds in BrokerageLink consist primarily of corporate bonds and U.S. Treasury securities. Corporate bonds are valued based on recent bid prices or the average of recent bid and asked prices, when available (Level 2 inputs). If not available, the bonds are valued through matrix pricing, a mathematical technique commonly used to price debt securities that are not actively traded. This method values debt securities without relying exclusively on quoted prices for a specific security but rather by relying on the security's relationship to other benchmark-quoted securities (Level 2 inputs). The fair value of U.S. Treasury securities reflects the closing price reported in the active market in which the security is traded (Level 1 inputs).
>
> Other investments in BrokerageLink consist primarily of certificates of deposit and exchange traded options. Certificates of deposit are typically priced using evaluated pricing applications and models that incorporate observable market data such as current interest rates and relative maturities (Level 2 inputs). Exchange-traded options are generally valued each business day at the official closing price

(typically the last reported sales price) on the exchange on which the security is primarily traded. These options are classified as Level 1.

Stable value fund: The fair values of interests in stable value funds are based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund managers (Level 2 inputs).

The stable value fund's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. There are currently no redemption restrictions on this fund. The fund provides for daily redemptions at reported net asset values per share with no advance notification.

Investments measured at fair value on a recurring basis are summarized below.

INVESTMENTS AT FAIR VALUE

Investments measured at fair value on a recurring basis at September 30, 2013 and 2012, are summarized below:

	Fair Value Measurements at September 30, 2013, Using			Fair Value Measurements at September 30, 2012, Using		
(Dollars in thousands)	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2
Mutual Funds						
Life Cycle/Blended						
Life Cycle 5-24 year horizon	**$ 369,770**	**$ 369,770**		$ 313,679	$ 313,679	
Life Cycle short term horizon	**148,309**	**148,309**		146,715	146,715	
Life Cycle 25-40 year horizon	**123,453**	**123,453**		89,646	89,646	
Blended	**63,843**	**63,843**		55,066	55,066	
Domestic Equity Funds						
Large Cap	**392,483**	**392,483**		328,752	328,752	
Mid Cap	**127,137**	**127,137**		81,341	81,341	
Small Cap	**47,320**	**47,320**		42,500	42,500	
Bond & Fixed Income Funds	**103,719**	**103,719**		123,759	123,759	
International Equity Funds	**86,030**	**86,030**		84,723	84,723	
Money Market Funds	**70,704**	**70,704**		55,568	55,568	
Brokerage Link Fund						
Stocks	**54,380**	**54,380**		51,905	51,905	
Mutual Funds	**38,679**	**38,679**		38,767	38,767	
Money Market Funds	**34,530**	**34,530**		25,280	25,280	
Other	**866**	**119**	**747**	457	94	363
Bonds	**420**	**87**	**333**	806	91	715
Stable Value Fund	**166,066**		**166,066**	170,581		170,581
Total Investments	**$ 1,827,709**	**$ 1,660,563**	**$ 167,146**	$1,609,545	$ 1,437,886	$ 171,659

Fully Benefit-Responsive Investment Contracts

While the 401(k) Plan investments are presented at fair value in the Statements of Net Assets Available for Benefits, any material difference between the fair value of the 401(k) Plan's direct and indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the Statements of Net Assets Available for Benefits because contract value is the relevant measurement attribute for that portion of the 401(k) Plan's Net Assets Available for Benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The 401(k) Plan holds an indirect interest in such contracts through its investment in a stable value fund.

Risks and Uncertainties

The 401(k) Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and participants' individual account balances.

Tax Status
The Internal Revenue Service (IRS) determined and informed the System in August 2013 that the 401(k) Plan is designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The 401(k) Plan has been amended subsequent to the receipt of the latest IRS determination letter. However, the 401(k) Plan administrator and the 401(k) Plan's tax counsel believe that the 401(k) Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in these financial statements. .

As plans maintained for employees of an agency of the federal government, the 401(k) Plan is a governmental plan within the meaning of Section 3(32) of ERISA. For the most part, governmental plans are excluded from ERISA, which governs private employer pension plans. The 401(k) Plan is also a governmental plan within the meaning of Section 414(d) of the IRC and, as a result, is exempt from the requirements of the IRC that parallel those contained in ERISA.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized upon examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service, Tax Exempt and Government Entities Division; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to plan qualification examinations for years prior to 2007.

Management Estimates
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(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s). Actual results could differ from those estimates.

Reclassification
Certain amounts included in the prior year financial statements have been reclassified to conform to the current year's presentation.

Note 3
AMENDMENTS TO THE PROVISIONS OF THE 401(K) PLAN

In fiscal year 2013, the Board made housekeeping amendments to the Rules for compliance with IRS regulations to maintain favorable tax-qualified status.

In March of 2012, the Board amended the TVA Savings and Deferral Retirement Plan Investment Policy Statement to adopt guidelines to be used by the board in the ongoing review of the 401(k) Plan investment options. Based on these guidelines, the board determined that the Fidelity Magellan Fund would be removed from the 401(k) Plan effective July 2, 2012, and the Fidelity International Real Estate Fund would be terminated from the 401(k) Plan effective October 2, 2012. Three funds were added to the 401(k) Plan to provide alternatives effective July 2, 2012.

Beginning in January 2012, a 401(k) Plan managed account service was made available to members. This fee-based service gives participants the opportunity to have their workplace savings managed by Fidelity professionals.

The System Board amended the Provisions of the 401(k) Plan to change the definition of wages and salaries in calculating 401(k) Plan matching contributions. TVA matching contributions are made on certain lump-sum payments made in lieu of base wage or salary increases for fiscal years 1998 through 2012. Matching contributions are also made on lump-sum payments for certain TVA performance incentive plans beginning in fiscal year 2000.

Note 4
COMMITMENTS AND CONTINGENCIES

The 401(k) Plan had no existing material commitments or contingencies at September 30, 2013 and 2012.

Note 5
CONTRIBUTIONS

After-tax

Contributions, subject to certain limitations, may be made by payroll deductions or cash payment into the 401(k) Plan. Also, participants are permitted to transfer their Fixed Fund and Variable Fund from the Pension Plan into the 401(k) Plan, which are classified as Transfers from Annuity Funds on the Statement of Changes in Net Assets Available for Benefits. A member may increase, decrease, transfer, or stop contributions at any time.

Before-tax and Roth

Salary deferrals are made through payroll deductions only. A member may increase, decrease, transfer, or stop contributions at any time.

Matching

Cash Balance Benefit Structure participants who contributed to the 401(k) Plan received employer matching contributions from TVA equal to 75 cents on every dollar contributed to the 401(k) Plan, with maximum matching contributions of 4.5 percent of fiscal year-to-date earnable compensation. Participants in the Original Benefit Structure received employer matching contributions from TVA of 25 cents on every dollar contributed, with maximum matching contributions of 1.5 percent of fiscal year-to-date earnable compensation.

For calendar year 2013, total contributions to the Fixed Fund and Variable Fund from the Pension Plan and 401(k) Plan, including TVA matching contributions, could not exceed the lesser of $51,000($50,000 thousand in calendar year 2012) or 100 percent of calendar year-to-date compensation.

Note 6
REVENUE CREDIT PROGRAM

In fiscal year 2013, the TVARS Board adopted the Fidelity Investments Revenue Credit (RC) program on a participant level and a recordkeeping/administration expense level. Fidelity Investments RC program is an allocation of revenue where revenue earned in connection with Fidelity's Plan services exceeds agreed-upon compensation.

On a participant level, the surplus revenue over Fidelity requirements is allocated to all eligible participants based on the size of their account balance in the 401(k) Plan. Eligibility for TVARS is any member with a balance greater than zero on the business day immediately preceding the quarterly crediting date. The RC amounts are paid quarterly on a pro-rata basis based on 401(k) Plan balances and sources. The amount received for fiscal year 2013 to participant's accounts was $1.775 million.

The Fidelity RC program is also used to pay administration fees of certain Fidelity consultants dedicated to the 401(k) Plan which totaled $125 thousand in fiscal year 2013.

Note 7
WITHDRAWALS

After-tax contributions

Members are permitted to withdraw from any or all of the funds in the 401(k) Plan at any time. Upon retirement, participants in the 401(k) Plan who first became members of the System prior to January 1, 1996, are also permitted to transfer their after-tax 401(k) funds to the System to receive monthly annuity payments, which are classified as Transfers to Annuity Funds on the Statement of Changes in Net Assets Available for Benefits.

Before-tax and Roth contributions

Federal income tax rules restrict withdrawals from the 401(k) Plan while the member is still employed except for the following situations:

- If the member is over age 59½, salary deferral contributions may be withdrawn at any time.
- If the member is under age 59½, salary deferral contributions may be withdrawn only upon the System Board's approval and only upon a showing of financial hardship. Generally, the only financial needs considered to meet the definition of hardship are (1) certain deductible medical expenses, (2) purchase of a principal residence, (3) post-secondary tuition and related educational fees, (4) payments necessary to prevent eviction from or foreclosure on the participant's principal residence, (5) payments for funeral or burial expenses for the participant's deceased family members, or (6) expenses to repair damage to the participant's principal residence resulting from casualty loss.

Members may receive the full balance of their funds upon retirement, disability, death or termination, except that a retiree may defer distribution until no later than April 1 of the calendar year after the year in which he or she reaches age 70½. In addition, members may choose, after termination, to receive periodic installment payments from their balance.

Note 8
ADMINISTRATIVE EXPENSES

The 401(k) Plan incurred $175 thousand in administrative fees in fiscal year 2013. As explained in Note 6, the Fidelity RC program provided funding for $125 thousand of administration expenses. As explained in Note 1, $50 thousand of forfeiture credits were used to pay administrative fees in fiscal year 2013. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan.

Note 9
RELATED PARTY TRANSACTIONS

Fidelity Management Trust Company is the Trustee of the 401(k) Plan, and therefore 401 (k) Plan investments in shares of funds managed by the Trustee and certain subsidiaries and affiliates of the Trustee qualify as related party transactions. Investment management fees are paid from the participants' accounts to Fidelity Institutional Services Company, Inc., for their investments in Fidelity Funds under the 401 (k) Plan.

Note 10
NOTES RECEIVABLE FROM PARTICIPANTS

With certain limits, the 401(k) Plan permits loans to participants. Members may borrow a percentage of their vested account balance (maximum $50,000) for up to five years, or 10 years if the loan is to be used to purchase a primary residence. The loan interest rate is the prime rate plus 1 percent at the beginning of the quarter, which was 4.25 percent at September 30, 2013. Such interest is credited directly to the account of the member.

Note 11
INVESTMENT INCOME

During 2013 and 2012, the 401 (k) Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in value as follows:

(Dollars in thousands)	*September 30* 2013	2012
401 (k) Plan Investments	**$ 139,627**	**$ 204,252**

Substantially all the net appreciation was derived from mutual fund investments. The 401 (k) Plan's investments also earned dividends and interest income of $60.6 million and $38.1 million for the years ended September 30, 2013 and 2012, respectively.

Note 12
INVESTMENT HOLDINGS 5 PERCENT OR MORE

As of September 30, 2013 and 2012, the Plan's investments 5 percent or more of the Net Assets Available for Benefits are as follows:

(Dollars in thousands)	**2013**	2012
Fidelity Managed Income Pool II	**$ 166,066**	$ 170,581
Mutual funds of Fidelity Investments		
Fidelity Freedom K 2020	**129,181**	117,560
Fidelity Growth Company	**122,465**	101,136
Fidelity Contrafund	**95,239**	81,864 *

* Shown for comparison purposes only as these funds are not greater than 5 percent of Net Asset Available for Benefits at September 30, 2012.

Note 13
SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through April 3, 2014, which is the date the financial statements were available to be issued.

Contact Information

Mailing Address
TVA Retirement System
400 W. Summit Hill Dr., WT 8A
Knoxville, TN 37902

E-mail Address
retsvcs@tva.gov

Website
www.tvars.com

Main Phone Number
Retirement Representative
865-632-2672
800-824-3870 (toll-free)
Monday through Friday
8:00 a.m. to 4:45 p.m. (Eastern)

Fax Number