

KRA Corporation 401(k) Profit Sharing Plan



*Bright tomorrows begin today.*

## TRANSITION GUIDE







## Dear Plan Participant,

We are pleased to announce that Great-West Financial® has been selected as the new provider of administrative, recordkeeping, communication and investment education services for your Retirement Plan.

As part of our commitment to providing our employees with high-quality retirement savings plans, a selection process was conducted. Great-West Financial was chosen as the new service provider based upon its enhanced education tools, online services, competitive fees and education services. Here are some things you can expect during the transition to Great-West Financial:

- » See the Fund Mapping section to learn more about how your assets will be transferred, in a processing called “mapping”, to investment options at Great-West Financial at the direction of your Plan Administrator.
  
- » During the transition, there will be a “blackout period” when you won’t have access to your current account. The blackout period is necessary in order for the previous recordkeeper to finalize the records and transfer the assets to Great-West Financial. During the blackout period, your assets will remain invested per your Plan Sponsor’s directions and will continue to gain and/or lose value depending on market conditions. Please see “Important Dates to Remember” for specific dates related to the blackout period.

### ABOUT GREAT-WEST FINANCIAL

Great-West Financial is the fourth-largest retirement plan record keeper in the United States, based on total participant accounts at year-end 2012, according to PLANSPONSOR, June 2013. In all, Great-West Financial provides 401(k), 401(a), 403(b) and 457 retirement plan services to 30,000 plans representing 4.9 million participant accounts and \$219.9 billion in assets at December 31, 2013.<sup>1</sup>

### WHAT DO I NEED TO DO?

You do not need to do anything with your account during the transition to Great-West Financial. Your new account will be setup at Great-West Financial and your balance will transfer automatically. We are committed to making this transition as simple and seamless as possible, and we think you’ll be pleased with the resulting improvements in your Retirement Plan.

Regards,

KRA Corporation

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<sup>1</sup> Information and rankings refer to the retirement business of Great-West Life & Annuity Insurance Company, Great-West Life & Annuity Insurance Company of New York, and to recordkeeping business of FASCore, LLC and reflect all recordkeeping customers.

## TIPS TO HELP IMPROVE YOUR RETIREMENT STRATEGY SUCCESS

### CONSOLIDATE YOUR ASSETS

Roll money from any prior employer retirement plans into your current plan to potentially make it easier to manage your retirement strategy through a single account.\*

### SAVE AS MUCH AS YOU CAN

The more you save now, the more you'll potentially have when you retire.

### TAKE ADVANTAGE OF CATCH-UP CONTRIBUTIONS

Use Catch-Up contributions to help close any gap in your retirement savings by contributing above the standard limits.

## IMPORTANT EVENTS TO REMEMBER

### BLACKOUT PERIOD; TRANSACTIONS RESTRICTED

During the blackout period, you will be unable to process any fund transfers or account changes, including investment option transfers, distribution and/or loan requests or deferral changes. Please refer to the blackout notice you received, titled "Important Notice Concerning Your Rights Under the Plan" for specific blackout start and end dates. During the blackout period, your assets will remain invested and will continue to gain and/or lose value depending on market conditions.

### YOUR NEW PERSONAL IDENTIFICATION NUMBER<sup>2</sup> (PIN) MAILED

Great-West Financial will mail a letter to your house with your new PIN which will allow you to access your account once the plan reopens for all activity.

### PLAN AVAILABLE; ALL ACCOUNT ACTIVITIES BECOME AVAILABLE

The Plan will reopen for all account activities. All existing account balances will be verified and reconciled. The website and KeyTalk® will be fully operational for all transactions<sup>3</sup>.

You will need your Social Security number (SSN) and PIN to access [www.gwrs.com](http://www.gwrs.com) and KeyTalk.<sup>2,3</sup> Upon initial login to [www.gwrs.com](http://www.gwrs.com), please enter your SSN in the Username field. For security purposes, you will then be asked to create a personalized Username.

### QUARTERLY STATEMENT MAILINGS

In addition, you will receive your first quarterly statement from Great-West Financial, during the month after the end of the quarter in which your plan transitioned to Great-West Financial.

## ACCESSING YOUR ACCOUNT

Once the transition to Great-West Financial is complete, you will be able to access your account 24 hours a day, 7 days a week<sup>3</sup>:

- » KeyTalk® at **1-800-338-4015** – offers you 24/7 access to your account through the interactive voice response system. Go ahead and say it! Our system is voice activated.
- » Website at **[www.gwrs.com](http://www.gwrs.com)** – a user friendly, intuitive website that provides full access to your account, transactional capabilities and a full array of planning tools and calculators.
- » Customer Service Representatives at **1-800-338-4015** – knowledgeable representatives are available Monday through Friday, 8 a.m. to 9 p.m. E.T.<sup>4</sup>.

\* You are encouraged to discuss rolling money from one account to another with your financial advisor/planner, considering any potential fees and/or limitation of investment options.

2 The account owner is responsible for keeping the assigned PIN confidential. Please contact Great-West Financial immediately if you suspect any unauthorized use.

3 Access to KeyTalk and/or any website may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons. Transfer requests received on business days prior to close of the New York Stock Exchange (4:00 p.m. Eastern Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.

4 Representatives of GWFS Equities, Inc. are not registered investment advisers, and cannot offer financial, legal or tax advice. Please consult with your financial planner, attorney and/or tax advisor as needed.



## Fund Mapping

Your employer or plan sponsor also periodically reviews the retirement plan’s investment option lineup, which aims to provide a diversified mix of investment options. As a result of the transition, you will see the following changes to the investment option lineup.

Any current assets and future contributions in the discontinued investment options will go through a process called “mapping,” where they will be transferred to another investment option or remain in the same fund, if applicable, at the direction of the Plan Administrator. In order to complete the fund mapping process, there will be a period of time when you cannot access your account, known as a blackout period.

**During the blackout period**, assets will be transferred from your prior recordkeeper to Great-West Financial. Once received, those assets will be invested as described in your blackout notice during the blackout period. During the blackout period, your funds will remain invested and will continue to gain and/or lose value depending on market conditions.

**Prior to the end of the blackout period**, Plan assets will be transferred to the investment options shown below, based on your Plan Sponsor’s directions and information received by Great-West Financial. This process may result in an increase or decrease in your investment risk exposure.

**Please note that your investment allocations** in your Plan account can be changed after the blackout period. Please see the notice “Important Notice Concerning Your Rights Under the Plan” for specific blackout start and end dates.

*Please consider the investment objectives, risks, fees and expenses carefully before investing. The prospectus contains this and other information about the investment options. Depending on the investment options offered in your Plan, your registered representative can provide you with prospectuses for any mutual funds; any applicable annuity contracts and the annuity’s underlying funds; and/or disclosure documents for investment options exempt from SEC registration. Please read them carefully before investing.*

Current Investment Options	New Investment Options
	American Beacon Lg Cap Value Inst
	American Beacon Stephens Mid-Cap Gr Inst
	American Century ShDur Infl Prot Bd R6
	American Funds American Balanced R6
	American Funds Fundamental Investors R6
	American Funds New Perspective R6
	American Funds New World R6
	ClearBridge Aggressive Growth IS
DFA Emerging Markets Core Equity 1	DFA Emerging Markets Core Equity I
DFA Inflation Protected Securities I	DFA Inflation-Protected Securities I

DFA Intermediate Govt Fixed Income I	DFA Intermediate Govt Fixed-Income I
DFA International Core Equity I	DFA International Core Equity I
DFA International Value I	DFA International Value I
	DFA Large Cap International I
DFA Real Estate Securities I	DFA Real Estate Securities I
DFA US Core Equity 2 I	DFA U.S. Core Equity 2 I
	DFA US Small Cap
	DFA US Targeted Value I
	Fidelity Advisor Materials I
	Fidelity Select Health Care
	Franklin Small Cap Growth Adv
	Franklin Utilities R6
	Great-West SecureFoundation Balanced G1
	Invesco American Value R6
	JPMorgan SmartRetirement 2015 Instl
	JPMorgan SmartRetirement 2020 Instl
	JPMorgan SmartRetirement 2025 Instl
	JPMorgan SmartRetirement 2030 Instl
	JPMorgan SmartRetirement 2035 Instl
	JPMorgan SmartRetirement 2040 Instl
	JPMorgan SmartRetirement 2045 Instl
	JPMorgan SmartRetirement 2050 Instl
	JPMorgan SmartRetirement 2055 Instl
	JPMorgan SmartRetirement Income Instl
	Janus Flexible Bond N
Vanguard Prime Money Market Fund	Key Guaranteed Portfolio Fund
	Legg Mason BW Global Opportunities Bd IS
	Nuveen Preferred Securities I
Oppenheimer Gold & Special Minerals A	Oppenheimer Gold & Special Minerals A
Vanguard 500 Index Signal & Vanguard S&P 500 ETF	Vanguard 500 Index Admiral
	Vanguard Equity Income Fund

	Vanguard Growth Index Adm
	Vanguard Information Technology Idx Adm
Growth & Income Portfolio	Vanguard LifeStrategy Cnsrv Gr Inv
Growth Portfolio	Vanguard LifeStrategy Growth Inv
Conservative II Portfolio & Ultra Conservative	Vanguard LifeStrategy Income Inv
Balanced Portfolio	Vanguard LifeStrategy Moderate Growth
	Vanguard Mid Cap Index Fund - Admiral
Vanguard Small Cap Value Index	Vanguard Small Cap Value Index
	Vanguard Total Stock Mkt Index Admiral
Vanguard Wellesley Income Fund	Vanguard Wellesley Income Fund
Westcore Plus Bond	Westcore Plus Bond
	Western Asset High Yield IS

*\*Please refer to your Investment Returns & Fee Comparison document contained in this booklet for important information about your plan's investment options, including fees, expenses, performance, and asset category.*

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

GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution and administrative services.

Great-West Financial<sup>SM</sup> refers to products and services provided by Great-West Life & Annuity Insurance Company (GWL&A), Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York (GWL&A of NY), Home Office: White Plains, NY; its subsidiaries and affiliates, including Great-West Funds, Inc. and Great-West Trust Company, LLC. The trademarks, logos, service marks, and design elements used are owned by GWL&A.

Core investment options may be offered through mutual funds, separately managed institutional accounts, collective trust funds, and/or a group fixed and variable deferred annuity. In all states except New York, the annuity contract is issued by GWL&A, Corporate Headquarters Greenwood Village, CO. In New York, annuity contracts are issued by GWL&A of NY, White Plains, New York.

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Unless otherwise noted:

Not a Deposit | Not FDIC Insured | Not Bank Guaranteed | Funds May Lose Value | Not Insured by Any Federal Government Agency



# Notice of Investment Returns & Fee Comparison

371599-01 KRA Corporation 401(k) Profit Sharing Plan

www.gwrs.com

Your employer's retirement plan may be one of the most valuable investments you'll make for your future. It may be a large part of the retirement income you'll need to help keep your current lifestyle. For most people, it will need to last at least 20 years.

It is important to remember that your retirement account has the potential to grow over time and benefit from being in a tax-deferred plan. In traditional retirement plans you benefit from saving money out of your paycheck before taxes are taken out. Taxes are paid later when you take the money out of the account. Another benefit is that you are paying yourself first and investing for your future by automatically contributing from your paycheck where allowed by your plan.

The goal is to build your account through additional contributions and investment returns in your plan. Fees and expenses related to your plan can affect the overall long-term value of your account. The investment options you choose also affect your account. It is important for you to have a clear understanding of the investment options available through your plan and the fees and expenses that are part of your plan.

This notice includes important information to help you compare your Plan investment options and expenses. For more investment information including investment objectives or goals, principal strategies, risks, portfolio turnover rate, returns and expenses, please visit your Plan's website listed above. The website also includes education and tools designed to help you with making investment decisions. An online calculator is also available and it can assist you in determining the long-term effect of fees and expenses. A free paper copy of this disclosure is available by calling KeyTalk® at 1-800-338-4015.

SECTION	Document Summary
1	<b>Investment Rate of Return and Expense Information</b> - Shows investment return information for your plan's investment options. It shows past performance, investment management expenses and General Administrative Services Expenses.
2	<b>Other Investment-Related Fees, Expense Information and Transfer Restrictions</b> - Shows any fees and expenses that are in addition to the investment management expenses in Section 1. This section also shows any investment restrictions.
3	<b>Guaranteed Retirement Income Options</b> - Shows information about the Guaranteed Retirement Income Options in your retirement plan.
4	<b>Plan-Related Information</b> - Shows your Plan Related information and the General Administrative Services Expenses and Participant Elected Services Expenses tables. The General Administrative Services Expenses table shows non-investment expenses that pay for operating your Plan. The Participant Elected Services Expenses table shows expenses for optional services available through your Plan that may be charged to your individual account for the services you use.

## 1 – Investment Rate of Return and Expense Information

### Variable Rate of Return Investments Table

This table looks at the rates of return from investments that increase and decrease in value. The table shows how these investments have performed over time. You can compare each investment option to a benchmark. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could lose money. Information about an investment option's principal risks is available on the Web site listed above.

Variable Return Investments									
Averaged Annualized Total Return as of 10/31/2014									
Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
<b>Guaranteed Lifetime Income</b>									
Great-West SecureFoundation Balanced G1 <sup>1,2,3</sup>	MXSHX	2.06%	5.15%	7.49%	10.77%	N/A	9.07%	11/13/2009	0.75%/0.75%
							\$90.70 per \$1,000		\$7.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
<b>Asset Allocation</b>									
JPMorgan SmartRetirement Income Instl <sup>1,3</sup>	JSIIX	1.33%	4.87%	6.22%	7.48%	7.76%	5.68%	05/15/2006	0.65%/0.55%
							\$56.80 per \$1,000		\$6.50 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	5.33%	05/15/2006	
							\$53.30 per \$1,000		
JPMorgan SmartRetirement 2015 Instl <sup>1,3</sup>	JSFIX	1.62%	5.41%	7.13%	9.21%	9.48%	5.92%	05/15/2006	0.68%/0.59%
							\$59.20 per \$1,000		\$6.80 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	5.33%	05/15/2006	
							\$53.30 per \$1,000		
JPMorgan SmartRetirement 2020 Instl <sup>1,3</sup>	JTTIX	2.04%	6.18%	8.41%	11.10%	10.84%	6.41%	05/15/2006	0.71%/0.63%
							\$64.10 per \$1,000		\$7.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.76%	05/15/2006	
							\$77.60 per \$1,000		
JPMorgan SmartRetirement 2025 Instl <sup>1,3</sup>	JNSIX	2.34%	6.50%	9.30%	12.65%	11.80%	5.92%	07/31/2007	0.75%/0.65%
							\$59.20 per \$1,000		\$7.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.11%	07/31/2007	
							\$71.10 per \$1,000		
JPMorgan SmartRetirement 2030 Instl <sup>1,3</sup>	JSMIX	2.49%	6.62%	9.99%	13.86%	12.47%	6.84%	05/15/2006	0.76%/0.67%
							\$68.40 per \$1,000		\$7.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.76%	05/15/2006	
							\$77.60 per \$1,000		
JPMorgan SmartRetirement 2035 Instl <sup>1,3</sup>	SRJIX	2.59%	6.76%	10.52%	14.87%	13.05%	6.17%	07/31/2007	0.80%/0.69%
							\$61.70 per \$1,000		\$8.00 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.11%	07/31/2007	
							\$71.10 per \$1,000		
JPMorgan SmartRetirement 2040 Instl <sup>1,3</sup>	SMTIX	2.62%	6.84%	10.76%	15.20%	13.25%	7.16%	05/15/2006	0.81%/0.70%
							\$71.60 per \$1,000		\$8.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.76%	05/15/2006	
							\$77.60 per \$1,000		
JPMorgan SmartRetirement 2045 Instl <sup>1,3</sup>	JSAIX	2.59%	6.77%	10.68%	15.20%	13.21%	6.45%	07/31/2007	0.84%/0.70%
							\$64.50 per \$1,000		\$8.40 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.11%	07/31/2007	
							\$71.10 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
JPMorgan SmartRetirement 2050 Instl <sup>1,3</sup>	JTSIX	2.59%	6.73%	10.66%	15.20%	13.27%	6.48%	07/31/2007	0.85%/0.70%
							\$64.80 per \$1,000		\$8.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	7.11%	07/31/2007	
							\$71.10 per \$1,000		
JPMorgan SmartRetirement 2055 Instl <sup>1,3</sup>	JFFIX	2.63%	6.84%	10.82%	N/A	N/A	14.98%	01/31/2012	0.93%/0.72%
							\$149.80 per \$1,000		\$9.30 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	N/A	N/A	19.16%	01/31/2012	
							\$191.60 per \$1,000		
<b>International Funds</b>									
American Funds New Perspective R6 <sup>1,3</sup>	RNP GX	1.05%	2.71%	7.73%	15.38%	12.32%	9.15%	05/01/2009	0.45%/0.45%
							\$91.50 per \$1,000		\$4.50 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	05/01/2009	
							\$72.00 per \$1,000		
American Funds New World R6 <sup>1,3</sup>	RNW GX	-2.43%	1.19%	2.23%	8.30%	7.81%	10.34%	05/01/2009	0.65%/0.65%
							\$103.40 per \$1,000		\$6.50 per \$1,000 Gross
Morningstar Emerging Mkts GR USD**		-3.74%	4.51%	1.71%	4.08%	5.49%	11.26%	05/01/2009	
							\$112.60 per \$1,000		
DFA Emerging Markets Core Equity I <sup>3</sup>	DFCEX	-3.55%	4.52%	1.89%	4.37%	5.94%	9.63%	04/05/2005	0.63%/0.63%
							\$96.30 per \$1,000		\$6.30 per \$1,000 Gross
Morningstar Emerging Mkts GR USD**		-3.74%	4.51%	1.71%	4.08%	5.49%	10.04%	04/05/2005	
							\$100.40 per \$1,000		
DFA International Core Equity I <sup>3</sup>	DFIEX	-6.03%	-3.05%	-0.55%	10.32%	7.37%	5.06%	09/15/2005	0.39%/0.39%
							\$50.60 per \$1,000		\$3.90 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	5.51%	09/15/2005	
							\$55.10 per \$1,000		
DFA International Value I <sup>3</sup>	DFIVX	-6.01%	-3.37%	-0.91%	9.30%	5.84%	6.25%	02/15/1994	0.43%/0.43%
							\$62.50 per \$1,000		\$4.30 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	02/15/1994	
							\$72.00 per \$1,000		
DFA Large Cap International I <sup>3</sup>	DFALX	-4.68%	-1.87%	0.47%	9.92%	7.00%	6.11%	07/17/1991	0.29%/0.29%
							\$61.10 per \$1,000		\$2.90 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	07/17/1991	
							\$72.00 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
<b>Specialty</b>									
<b>DFA Real Estate Securities I<sup>3</sup></b>	DFREX	6.68%	26.14%	19.80%	14.78%	19.19%	8.72% \$87.20 per \$1,000	01/05/1993	0.19%/0.18% \$1.90 per \$1,000 Gross
Morningstar Real Estate Sector Index PR **		2.80%	18.12%	12.58%	9.14%	13.38%	3.09% \$30.90 per \$1,000	01/05/1993	
<b>Fidelity Advisor Materials I<sup>3</sup></b>	FMFEX	-3.18%	-0.01%	5.60%	13.00%	14.74%	12.04% \$120.40 per \$1,000	12/12/2006	0.81%/0.81% \$8.10 per \$1,000 Gross
Morningstar Global Upstream Natural Reso**		-10.03%	-3.01%	-2.07%	-0.39%	3.97%	10.12% \$101.20 per \$1,000	12/12/2006	
<b>Fidelity Select Health Care<sup>1,3</sup></b>	FSPHX	10.74%	28.28%	39.90%	35.88%	27.77%	15.22% \$152.20 per \$1,000	07/14/1981	0.77%/0.77% \$7.70 per \$1,000 Gross
Morningstar Healthcare Sector Index TR U**		8.31%	19.83%	26.59%	28.39%	21.76%	11.60% \$116.00 per \$1,000	07/14/1981	
<b>Franklin Utilities R6<sup>3</sup></b>	FUFRX	8.90%	21.71%	21.42%	15.12%	15.64%	10.38% \$103.80 per \$1,000	05/01/2013	0.48%/0.48% \$4.80 per \$1,000 Gross
Morningstar Utilities Sector Index TR US**		9.26%	20.08%	18.91%	13.54%	14.57%	9.68% \$96.80 per \$1,000	05/01/2013	
<b>Oppenheimer Gold &amp; Special Minerals A<sup>3</sup></b>	OPGSX	-33.75%	-22.38%	-31.84%	-32.07%	-13.16%	1.45% \$14.50 per \$1,000	07/19/1983	1.17%/1.15% \$11.70 per \$1,000 Gross
MSCI World/Metals&Mining PR USD**		-19.61%	-13.12%	-15.22%	-14.01%	-6.53%	2.91% \$29.10 per \$1,000	07/19/1983	
<b>Vanguard Information Technology Idx Adm<sup>1,3</sup></b>	VITAX	4.94%	13.98%	23.34%	18.22%	16.59%	9.55% \$95.50 per \$1,000	03/25/2004	0.14%/0.14% \$1.40 per \$1,000 Gross
Morningstar Technology Sector Index TR U**		2.09%	12.79%	21.50%	16.67%	15.70%	9.71% \$97.10 per \$1,000	03/25/2004	
<b>Small Cap Funds</b>									
<b>DFA US Small Cap<sup>3</sup></b>	DFSTX	4.98%	1.73%	8.67%	19.73%	19.21%	9.82% \$98.20 per \$1,000	03/19/1992	0.37%/0.37% \$3.70 per \$1,000 Gross
Morningstar Small Cap TR USD**		4.67%	4.40%	10.32%	18.90%	18.60%	9.75% \$97.50 per \$1,000	03/19/1992	
<b>DFA US Targeted Value I<sup>3</sup></b>	DFFVX	1.88%	2.22%	9.58%	20.87%	18.63%	9.54% \$95.40 per \$1,000	02/23/2000	0.37%/0.37% \$3.70 per \$1,000 Gross
Morningstar Small Value TR USD**		4.13%	6.60%	13.39%	20.33%	19.18%	10.14% \$101.40 per \$1,000	02/23/2000	

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Franklin Small Cap Growth Adv <sup>3</sup>	FSSAX	2.56%	0.51%	8.36%	20.38%	21.27%	10.00%	05/01/2000	0.92%/0.91%
							\$100.00 per \$1,000		\$9.20 per \$1,000 Gross
Morningstar Small Growth TR USD**		5.39%	0.59%	5.75%	17.37%	18.75%	9.39%	05/01/2000	
							\$93.90 per \$1,000		
Vanguard Small Cap Value Index <sup>1,3</sup>	VISVX	4.11%	7.43%	13.61%	20.51%	18.16%	9.19%	05/21/1998	0.24%/0.24%
							\$91.90 per \$1,000		\$2.40 per \$1,000 Gross
Morningstar Small Value TR USD**		4.13%	6.60%	13.39%	20.33%	19.18%	10.14%	05/21/1998	
							\$101.40 per \$1,000		
<b>Mid Cap Funds</b>									
American Beacon Stephens Mid-Cap Gr Inst <sup>3</sup>	SFMIX	4.52%	3.14%	5.59%	16.06%	17.92%	9.66%	08/31/2006	1.11%/0.99%
							\$96.60 per \$1,000		\$11.10 per \$1,000 Gross
Morningstar Mid Core TR USD**		4.85%	12.26%	17.28%	20.93%	20.41%	10.01%	08/31/2006	
							\$100.10 per \$1,000		
Invesco American Value R6 <sup>3</sup>	MSAFX	2.05%	7.39%	12.17%	20.16%	17.59%	10.52%	09/24/2012	0.77%/0.76%
							\$105.20 per \$1,000		\$7.70 per \$1,000 Gross
Morningstar Mid Value TR USD**		2.29%	8.57%	14.34%	22.44%	18.75%	9.83%	09/24/2012	
							\$98.30 per \$1,000		
Vanguard Mid Cap Index Fund - Admiral <sup>1,3</sup>	VIMAX	4.88%	10.35%	15.93%	19.67%	18.88%	10.34%	11/12/2001	0.09%/0.09%
							\$103.40 per \$1,000		\$ .90 per \$1,000 Gross
Morningstar Mid Cap TR USD**		4.23%	9.50%	15.30%	20.11%	19.19%	10.40%	11/12/2001	
							\$104.00 per \$1,000		
<b>Large Cap Funds</b>									
American Beacon Lg Cap Value Inst <sup>3</sup>	AADEX	2.51%	8.54%	14.88%	20.48%	15.97%	8.42%	07/17/1987	0.59%/0.59%
							\$84.20 per \$1,000		\$5.90 per \$1,000 Gross
Morningstar Large Value TR USD**		1.74%	7.64%	14.26%	17.06%	14.08%	6.51%	07/17/1987	
							\$65.10 per \$1,000		
American Funds Fundamental Investors R6 <sup>1,3</sup>	RFNGX	3.88%	7.44%	13.23%	18.62%	15.30%	9.46%	05/01/2009	0.31%/0.31%
							\$94.60 per \$1,000		\$3.10 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	05/01/2009	
							\$81.40 per \$1,000		
ClearBridge Aggressive Growth IS <sup>3</sup>	LSIFX	2.26%	13.82%	20.25%	24.86%	22.93%	10.00%	08/04/2008	0.73%/0.73%
							\$100.00 per \$1,000		\$7.30 per \$1,000 Gross
Morningstar Large Growth TR USD**		5.85%	12.60%	19.64%	20.06%	17.35%	8.21%	08/04/2008	
							\$82.10 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
DFA U.S. Core Equity 2 I <sup>3</sup>	DFQTX	3.29%	6.97%	13.78%	20.42%	17.79%	8.12%	09/15/2005	0.22%/0.22%
							\$81.20 per \$1,000		\$2.20 per \$1,000 Gross
Morningstar Mid Cap TR USD**		4.23%	9.50%	15.30%	20.11%	19.19%	9.18%	09/15/2005	
							\$91.80 per \$1,000		
Vanguard 500 Index Admiral <sup>3</sup>	VFIAX	5.03%	10.95%	17.21%	19.73%	16.66%	8.19%	11/13/2000	0.05%/0.05%
							\$81.90 per \$1,000		\$0.50 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	11/13/2000	
							\$81.40 per \$1,000		
Vanguard Equity Income Fund <sup>1,3</sup>	VEIPX	3.99%	9.13%	14.29%	18.89%	17.05%	8.94%	03/21/1988	0.30%/0.30%
							\$89.40 per \$1,000		\$3.00 per \$1,000 Gross
Morningstar Large Value TR USD**		1.74%	7.64%	14.26%	17.06%	14.08%	6.51%	03/21/1988	
							\$65.10 per \$1,000		
Vanguard Growth Index Adm <sup>1,3</sup>	VIGAX	5.87%	11.42%	17.93%	19.66%	17.65%	9.24%	11/13/2000	0.09%/0.09%
							\$92.40 per \$1,000		\$0.90 per \$1,000 Gross
Morningstar Large Growth TR USD**		5.85%	12.60%	19.64%	20.06%	17.35%	8.21%	11/13/2000	
							\$82.10 per \$1,000		
Vanguard LifeStrategy Growth Inv <sup>1,3</sup>	VASGX	1.93%	6.53%	10.02%	13.54%	12.00%	6.94%	09/30/1994	0.17%/0.17%
							\$69.40 per \$1,000		\$1.70 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	8.61%	09/30/1994	
							\$86.10 per \$1,000		
Vanguard Total Stock Mkt Idx Adm <sup>1,3</sup>	VTSAX	4.78%	9.88%	16.05%	19.74%	17.08%	8.72%	11/13/2000	0.05%/0.05%
							\$87.20 per \$1,000		\$0.50 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	11/13/2000	
							\$81.40 per \$1,000		
<b>Balanced Funds</b>									
American Funds American Balanced R6 <sup>1,3</sup>	RLBGX	3.73%	7.34%	11.41%	14.65%	13.30%	7.49%	05/01/2009	0.29%/0.29%
							\$74.90 per \$1,000		\$2.90 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	8.61%	05/01/2009	
							\$86.10 per \$1,000		
Vanguard LifeStrategy Cnsvr Gr Inv <sup>1,3</sup>	VSCGX	1.73%	6.10%	7.34%	8.13%	8.05%	5.65%	09/30/1994	0.15%/0.15%
							\$56.50 per \$1,000		\$1.50 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	4.64%	09/30/1994	
							\$46.40 per \$1,000		



Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Vanguard LifeStrategy Moderate Growth <sup>1,3</sup>	VSMGX	1.84%	6.31%	8.67%	10.83%	10.17%	6.45%	09/30/1994	0.16%/0.16%
							\$64.50 per \$1,000		\$1.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	8.61%	09/30/1994	
							\$86.10 per \$1,000		
Vanguard LifeStrategy Income Inv <sup>1,3</sup>	VASIX	1.59%	5.82%	5.95%	5.41%	6.04%	4.87%	09/30/1994	0.14%/0.14%
							\$48.70 per \$1,000		\$1.40 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	4.64%	09/30/1994	
							\$46.40 per \$1,000		
Vanguard Wellesley Income Fund <sup>1,3</sup>	VWINX	1.89%	6.84%	8.55%	9.40%	9.95%	7.38%	07/01/1970	0.25%/0.25%
							\$73.80 per \$1,000		\$2.50 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	4.64%	07/01/1970	
							\$46.40 per \$1,000		
<b>Bond Funds</b>									
American Century ShDur Infl Prot Bd R6 <sup>3</sup>	APODX	-0.96%	0.21%	-0.25%	0.04%	3.02%	0.11%	07/26/2013	0.32%/0.32%
							\$1.10 per \$1,000		\$3.20 per \$1,000 Gross
Morningstar TIPS TR**		-1.18%	4.71%	1.79%	1.08%	4.48%	2.06%	07/26/2013	
							\$20.60 per \$1,000		
DFA Inflation-Protected Securities I <sup>3</sup>	DIPSX	-1.34%	4.46%	1.38%	0.97%	4.61%	5.27%	09/18/2006	0.12%/0.12%
							\$52.70 per \$1,000		\$1.20 per \$1,000 Gross
Morningstar TIPS TR**		-1.18%	4.71%	1.79%	1.08%	4.48%	5.15%	09/18/2006	
							\$51.50 per \$1,000		
DFA Intermediate Govt Fixed-Income I <sup>3</sup>	DFIGX	1.25%	4.32%	3.00%	2.08%	3.89%	4.63%	10/19/1990	0.12%/0.12%
							\$46.30 per \$1,000		\$1.20 per \$1,000 Gross
Morningstar Intermediate US Govt TR**		1.42%	3.42%	1.77%	1.46%	3.67%	4.55%	10/19/1990	
							\$45.50 per \$1,000		
Janus Flexible Bond N <sup>3</sup>	JDFNX	1.18%	4.94%	4.64%	4.60%	5.65%	5.80%	05/31/2012	0.45%/0.45%
							\$58.00 per \$1,000		\$4.50 per \$1,000 Gross
Morningstar Core Bond MCBI TR**		1.48%	5.15%	4.07%	2.86%	4.25%	4.80%	05/31/2012	
							\$48.00 per \$1,000		
Legg Mason BW Global Opportunities Bd IS <sup>3</sup>	GOBSX	0.00%	7.70%	6.59%	4.96%	7.34%	7.12%	11/01/2006	0.58%/0.58%
							\$71.20 per \$1,000		\$5.80 per \$1,000 Gross
Morningstar Gbl Ex US Govt Bond IL TR**		1.92%	7.30%	6.74%	5.29%	4.20%	5.14%	11/01/2006	
							\$51.40 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Nuveen Preferred Securities I <sup>1,3</sup>	NPSRX	0.69%	8.54%	9.57%	11.70%	12.04%	6.58%	12/18/2006	0.82%/0.82%
							\$65.80 per \$1,000		\$8.20 per \$1,000 Gross
BofAML Preferred Stock Fixed Rate TR USD**		2.20%	14.19%	12.45%	7.28%	9.31%	*	12/18/2006	
Westcore Plus Bond <sup>1,3</sup>	WTIBX	1.26%	5.42%	4.72%	3.52%	4.90%	4.71%	06/01/1988	0.72%/0.55%
							\$47.10 per \$1,000		\$7.20 per \$1,000 Gross
Morningstar Core Bond MCBI TR**		1.48%	5.15%	4.07%	2.86%	4.25%	4.80%	06/01/1988	
							\$48.00 per \$1,000		
Western Asset High Yield IS <sup>3</sup>	WAHSX	-1.34%	3.08%	4.04%	9.52%	10.24%	7.30%	08/04/2008	0.61%/0.61%
							\$73.00 per \$1,000		\$6.10 per \$1,000 Gross
BofAML US High Yield Master II TR USD**		0.52%	4.79%	5.85%	9.24%	10.26%	8.12%	08/04/2008	
							\$81.20 per \$1,000		

### Fixed Rate of Return Investments Table

This table looks at the investment options that have a fixed or set rate of return. It shows the current annual rate of return and the minimum annual rate or return. The table also shows how often the rate of return may change and the term or length of time you will earn this rate of return, if applicable. The investment provider of the fixed account may change the rate in the future. You may visit your plan's Web site or call KeyTalk® to find the current rate.

Fixed Return Investments as of 11/17/2014					
Investment Option	Current Fixed Rate	Gross/Net Investment Expenses~	Minimum Rate	Frequency of Fixed Rate Setting	Term
Key Guaranteed Portfolio Fund	1.20%	0.35%/0.35%	0.00%	Quarterly	12/31/2014
	\$12.00 per \$1,000	\$3.50 per \$1,000 Gross			

### General Account Fund and Guarantee Provisions:

General Account crediting rates are net of cost of capital and expenses covered by the fund and guarantee provisions.

Cost of Capital is the return Great-West Life & Annuity Insurance Company (Great-West) earns on Great-West capital. Great-West is required by regulators to hold capital for the purpose of ensuring Great-West can meet all of its obligations associated with the General Account Fund. The amount of Great-West's capital and required return will fluctuate over time based on regulatory requirements, capital market conditions and the competitive environment.

The Fund Provision covers the range of investment expenses that are netted from the crediting rate, such as investment and operating expenses. The Fund Provision is calculated annually in aggregate for all General Account fixed funds offered by Great-West Retirement Services and does not reflect any product or plan specific underwriting adjustments. At 12/31/2013, the General Account Fund Provision is 0.35%. This includes an average annual notional allocation of 0.25% from Great-West's General Account to Great-West's recordkeeping functions. This allocation is not applicable if Great-West is not acting as both the investment provider and recordkeeper.

The Guarantee Provision covers the range of insurance expenses that are netted from the crediting rate, such as asset defaults, cost of insurance guarantees, and other expenses. The Guarantee Provision is calculated annually in aggregate for all General Account fixed funds offered by Great-West Retirement Services and does not reflect any product or plan specific underwriting adjustments. At 12/31/2013, the General Account Guarantee Provision is 0.54%. This expense changes over time as the value of insurance guarantees fluctuate due to both market and policyholder behaviors. They also vary based on the risk management techniques employed by the insurance provider. Because of the variances in the cost of the expenses, the level of the insurance guarantees as well as differences in risk management practices, this paragraph is the only section in which these expenses are disclosed.

For more information on the General Account Fixed Funds, including termination options, please see your Group Annuity Contract.

1 Additional information on this Investment Option can be found in Section 2.

2 Additional information on this Investment Option can be found in Section 3.

3 Mutual Fund Option. The start/inception date is that of the fund's original share class. Performance returns for mutual fund options in your Plan offering a different share class with a more current start/inception date have been adjusted to reflect the fees and charges associated with the actual share class.

\* Performance returns not available at time of production.

N/A - Performance returns are not applicable, or not available at time of production.

~ Gross Total Annual Operating Expenses are the gross fees potentially charged to the investment option and are displayed above in accordance with fee disclosure regulations. The Net Total Annual Operating Expenses, also displayed above as supplementary information, are the actual amounts charged by the investment option and may be different from the Gross Expenses due to certain fee waivers or additional expenses charged by other service providers. Expenses reduce the return of the investment option. Part of these fees may be shared with the plan's service providers to help pay for plan administration and/or recordkeeping fees. Please see the participant website for more information.

\*\* A benchmark index is not actively managed. It does not have a defined investment objective and does not incur fees or expenses. You cannot invest directly in a benchmark index.

### General Administrative Services Expenses Table

This table shows expenses that pay for operating the Plan. These expenses are described below. Fees and expenses for general plan administrative services (for example, recordkeeping services and custodial services) may be charged to the Plan. These fees and expenses may be charged to your individual account if not paid by the Plan Sponsor and/or included in investment-related fees and expenses. How the expenses are charged to participant accounts will depend on the nature of the expense. For example, some fees may be charged as a fixed dollar amount per participant or as a percentage amount spread across the account balances. Blank fields in the table can be assumed to be not applicable or zero.

General Administrative Services Expenses as of 11/17/2014				
Fee Type	Annual Amount	Quarterly Amount	Frequency	Description
Asset Based Charge	1.15%	0.2875%	Quarterly	This fee is for administrative costs associated with the plan and is deducted from your account balance. This fee may not apply to all investments offered under your plan; please see your plan administrator for additional information.
	\$11.50 per \$1,000	\$2.88 per \$1,000		

## 2 – Other Investment-Related Fees, Expense Information and Transfer Restrictions

### Other Investment-Related Fees, Expense Information and Restrictions

This table looks at fees, expenses and transfer restrictions that are in addition to the Investment Expenses in Section 1. Fees and expenses are only one of many things to think about when deciding to invest. You may also want to think about whether an investment in a particular investment option, along with your other investments, will help you reach your financial goals.

Other Investment-Related Fees and Restrictions as of 11/17/2014		
Investment Option	Transfer Rule	Shareholder Type Fees^
Great-West SecureFoundation Balanced G1	5,6,7,8,9,10,11	
JPMorgan SmartRetirement Income Instl	1	
JPMorgan SmartRetirement 2015 Instl	1	
JPMorgan SmartRetirement 2020 Instl	1	
JPMorgan SmartRetirement 2025 Instl	1	

Investment Option	Transfer Rule	Shareholder Type Fees^
JPMorgan SmartRetirement 2030 Instl	1	
JPMorgan SmartRetirement 2035 Instl	1	
JPMorgan SmartRetirement 2040 Instl	1	
JPMorgan SmartRetirement 2045 Instl	1	
JPMorgan SmartRetirement 2050 Instl	1	
JPMorgan SmartRetirement 2055 Instl	1	
American Funds New Perspective R6	2	
American Funds New World R6	2	
Fidelity Select Health Care		Redemption Fee - .75% of money transferred within 30 day(s) of initial investment
Vanguard Information Technology Idx Adm	3	
Vanguard Small Cap Value Index	3	
Vanguard Mid Cap Index Fund - Admiral	3	
American Funds Fundamental Investors R6	2	
Vanguard Equity Income Fund	3	
Vanguard Growth Index Adm	3	
Vanguard LifeStrategy Growth Inv	3	
Vanguard Total Stock Mkt Idx Adm	3	
American Funds American Balanced R6	2	
Vanguard LifeStrategy Cnsvr Gr Inv	3	
Vanguard LifeStrategy Moderate Growth	3	
Vanguard LifeStrategy Income Inv	3	
Vanguard Wellesley Income Fund	3	
Nuveen Preferred Securities I	4	
Westcore Plus Bond	4	
Key Guaranteed Portfolio Fund		Should the Plan Sponsor terminate the group annuity contract, transfer restrictions and/or possible termination fees may apply. If your Plan Sponsor terminates the group annuity contract, please call Great-West Retirement Services for more information.

Rule #1 - Fund company restriction: A transfer into this fund will not be permitted if a prior transfer was made out of this fund in the last 30 days.

Rule #2 - Fund company restriction: A transfer of \$5000 or more into this fund will not be permitted if a prior transfer of \$5000 or more was made out of this fund in the last 30 days.

Rule #3 - Fund company restriction: A transfer into this fund will not be permitted if a prior transfer was made out of this fund in the last 60 days.

Rule #4 - Due to the frequent trading policy and procedures regarding market timing and excessive trading, if 2 round trips have been processed INTO the fund there may be transfer restrictions. Given the fund's frequent trading policy and procedures and previous warnings, you may be restricted from transferring money into this fund for 30 days.

Rule #5 - Transfers into this fund are not permitted if certain outbound transactions, such as transfers, loans or disbursements, have occurred in the last 90 days. Contact your plan sponsor if you have questions.

Rule #6 - Transfers into this fund will not be permitted if you have reached the age limitation. Please contact your plan sponsor if you have any questions.

Rule #7 - Transfers into this fund will not be permitted if your Guaranteed Annual Withdrawals have begun. Please contact your plan sponsor if you have any questions.

Rule #8 - Dollar Cost Average and/or transfers from this fund maybe prohibited. Please contact your plan sponsor if you have any questions.

Rule #9 - Dollar Cost Average and/or transfers into this fund maybe prohibited. Please contact your plan sponsor if you have any questions.

Rule #10 - This fund is not allowed as part of a transfer from a Rebalancer. Please contact your plan sponsor if you have any questions.

Rule #11 - This fund is not allowed as part of a transfer into a Rebalancer. Please contact your plan sponsor if you have any questions.

^Shareholder/Shareholder-Type Fees are fees paid directly from your investment in this option (e.g., sales loads, sales charges, deferred sales charges, redemption fees, exchange fees, account fees, purchase fees, transfer or withdrawal fees).

**NOTE: More current information about the Plan's investment options, including fees, expenses and performance updates, may be available at your plan's Web site.**

### 3 – Guaranteed Retirement Income Options

#### **Guaranteed Retirement Income Options Table**

This table lists the investment options chosen by your plan that provide guaranteed retirement income under the Plan. The guaranteed retirement income options let you receive a guaranteed stream of payments usually beginning when you retire and lasting for your entire life. Annuities are issued by insurance companies. Guarantees of an insurance company are subject to its long-term financial strength and claims-paying ability.

<b>SecureFoundation Retirement Income Option as of 11/17/2014</b>			
<b>Name</b>	<b>Objective/Goals</b>	<b>Pricing Factors</b>	<b>Restrictions/Fees</b>
Great-West SecureFoundation® Guaranteed Lifetime Withdrawal Benefit (GLWB)	<p>To provide predictable, guaranteed income for life with:</p> <ul style="list-style-type: none"> <li>▪ Upside potential – income can increase with positive fund performance</li> <li>▪ Downside protection – income does not decline due to negative fund performance</li> <li>▪ Longevity protection – income is guaranteed for life</li> </ul> <p>Guaranteed income is provided by Guaranteed Annual Withdrawals (GAWs) which vary depending on age at which GAWs are started and single vs. joint election.</p> <p>Available with the purchase of certain Covered Funds which vary by plan. Depending on your plan selection, Covered Funds may include:</p> <ul style="list-style-type: none"> <li>▪ Great-West SecureFoundation® Balanced Portfolio</li> <li>▪ Great-West SecureFoundation® Lifetime Portfolios* (2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, 2055)</li> <li>▪ Great-West SecureFoundation® Lifetime Balanced Fund</li> <li>▪ Great-West SecureFoundation® Lifetime Funds* (2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, 2055)</li> </ul> <p>*GLWB protection does not start until Trigger Date which is 10 years before date named in the fund</p>	Not Applicable.	<p>Available Funds: Only available with the purchase of Covered Funds. For Balanced Funds, GLWB protection and Guarantee Benefit Fee start immediately. For other funds, GLWB protection and Guarantee Benefit Fee start on the Trigger Date.</p> <p>Benefit Election: No minimum age to contribute. First contribution must be before age 85.</p> <p>GAW Election:</p> <ul style="list-style-type: none"> <li>▪ Single GAWs: Participant must be 55 and have a distributable event</li> <li>▪ Joint GAWs: <ul style="list-style-type: none"> <li>• 2nd Covered Person must be participant's spouse and sole beneficiary of the account.</li> <li>• Both the spouse and participant must be age 55 or older</li> <li>• There must be a distributable event</li> </ul> </li> </ul> <p>Guaranteed Benefit Fee:</p> <ul style="list-style-type: none"> <li>▪ Annual fee is 0.90% of Covered Fund Value, deducted monthly</li> <li>▪ The annual Guarantee Benefit Fee will not be lower than 0.70% and will not be higher than 1.50% of the Covered Fund Value and can change with 30 days notice.</li> <li>▪ The fee is in addition to any investment management fees you may pay.</li> </ul> <p>Contributions and Transfers:</p>

Name	Objective/Goals	Pricing Factors	Restrictions/Fees
	Please see disclosure document or call 866-696-8232 for questions or additional information.		<ul style="list-style-type: none"> <li>▪ Contributions are not allowed into the fund once GAWs have been started</li> <li>▪ Transfers are not allowed in to the fund for 90 days following a fund redemption, excluding redemptions to pay the Guarantee Benefit fee</li> </ul> Maximum Benefit Base is \$5,000,000

#### **4 – Plan-Related Information**

Plan-Related Information is an explanation of general plan information. It includes a description of non-investment management fees and expenses that may be charged to your account. This section also includes a list of the Participant Elected Services Expenses.

##### **General Information**

**Non-Investment Management Fees and Expenses:** Includes recordkeeping, accounting, legal or other administrative fees that may be charged to your account. The dollar amount actually charged to your account during the previous quarter for such administrative or individual expenses will be reported to you on your quarterly statement. If you have additional questions related to fees on your account, please contact KeyTalk® or your Plan Administrator.

**Investment Instructions:** Your plan lets you direct the investment of your account in the investment options listed in Section 1. You may make changes to your investment options via the plan's Web site or by calling KeyTalk®.

**Limitations on Investments:** Limits on making changes to your investment choices may be imposed by the Plan Administrator or by a manager of an investment option. Any limits or restrictions made by a fund manager are described in the prospectus for the fund. They include restrictions intended to prevent "market timing" (i.e., rapid trading in and out of a fund). If these restrictions apply then they will be listed in Section 2. In addition to the limits and restrictions described in the prospectus, the Plan Administrator may have other restrictions on making changes to your investment choices. If the Plan Administrator has additional limits, they will be described in a separate document that will be provided to you by your Plan Administrator.

**Voting, Tender, and Similar Rights:** The appropriate Plan fiduciaries, or an individual or an institution designated by the Plan fiduciaries, will exercise any voting or other rights associated with ownership of the Designated Investment Alternatives offered in your Plan.

##### **Participant Elected Services Expenses Table**

This table shows expenses for optional services available through your plan. Certain fees may be charged to your individual account for optional services you use.

<b>Participant Elected Services Expenses as of 11/17/2014</b>			
Service	Fee Amount	Frequency	Description
Loan Maintenance Fee	\$12.50	Quarterly	This fee is for annual maintenance of your existing loan. If you have more than one loan, you will be assessed the fee for each outstanding loan.
Loan Origination Fee	\$75.00	Per Loan	This fee is for the processing of your loan. This fee is applied each time you request a loan from your retirement account and is taken from the proceeds prior to distribution.
Benefit Disbursement Fee	\$50.00	Per Distribution	This fee is for the processing of a distribution from your account.
ACH Special Handling Charge	\$15.00	Per Distribution	Automated Clearing House. This fee is for transferring your distribution directly into your bank account.
AAG Online Investment Advice	\$6.25	Quarterly	This fee applies if you are enrolled in the Investment Advice option.
AAG Online Managed Accounts	Up to \$100K = 0.162500% Next \$150K = 0.137500% Next \$150K = 0.112500% Over \$400K = 0.087500%	Quarterly	This fee applies if you are enrolled in the Managed Account service and is deducted from the assets within the Managed Accounts service.
EXPRESS Special Handling Charge	\$25.00	Per Distribution	This fee is for sending your distribution via 1- to 2-day express delivery.
Periodic Payment Maintenance Fee	\$6.25	Quarterly	This fee is for the annual maintenance of your existing systematic scheduled withdrawal. If you have more than one systematic withdrawal, you will be assessed the fee for each systematic withdrawal.
Periodic Payment Origination Fee	\$50.00	Per PPAY Set Up	Periodic Payment Origination Fee



Service	Fee Amount	Frequency	Description
WIRE Special Handling Charge	\$40.00	Per Distribution	This fee is for sending your distribution to your bank account via electronic wire.

Fees and expenses do add up and can have a big impact on your retirement savings. Fees and expenses are only two of many other factors to think about when you make investment decisions.

You can visit the Department of Labor website for an example showing the long-term effect of fees and expenses - [http://www.dol.gov/ebsa/publications/401k\\_employee.html](http://www.dol.gov/ebsa/publications/401k_employee.html).

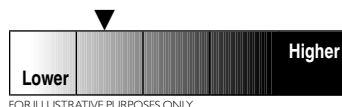
**Visit your plan's website listed in the title for a glossary of investment terms relevant to the investment options under this plan. To request additional Plan information, or a paper copy of certain information available online, free of charge, contact a representative at Great-West Financial, PO Box 173764, Denver, CO 80217-3764.**

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# Great-West SecureFoundation Balanced G1

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.75%, Net 0.75%  
 Guaranteed Benefit Fee: 0.90%

## Risk/Potential Return Meter

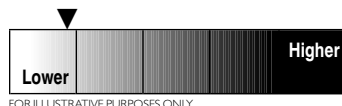


MXSBL1\_2

# JPMorgan SmartRetirement Income Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.65%, Net 0.55%

## Risk/Potential Return Meter

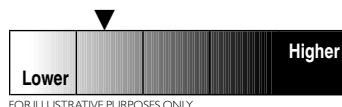


JSIIX\_2

# JPMorgan SmartRetirement 2015 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.68%, Net 0.59%

## Risk/Potential Return Meter



JSFIX\_2

## Investment Objective & Strategy ★◆

The investment seeks long-term capital appreciation and income. The fund normally invests 50%-70% of net assets in underlying funds that invest primarily in equity securities and 30-50% of net assets in underlying funds that invest primarily in fixed income securities. It currently invests primarily in underlying funds designed to track the performance of a specified securities index. The fund automatically rebalances its holdings of the underlying funds on a monthly basis to maintain the appropriate asset allocation. It is non-diversified.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderate degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ◆

The investment seeks current income and some capital appreciation. The fund is a "fund of funds" that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors who are retired or about to retire soon. It is designed to provide exposure to a variety of asset classes through investments in underlying funds, with an emphasis on fixed income funds over equity funds and other funds.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some risk, but seeking to preserve capital and is willing to accept lower potential returns in exchange. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ◆

The investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a "fund of funds" that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2015 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund's asset allocation strategy will change.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some risk, but seeking to preserve capital and is willing to accept lower potential returns in exchange. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2020 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.71%, Net 0.63%

## Risk/Potential Return Meter

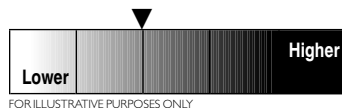


JTTIX\_2

# JPMorgan SmartRetirement 2025 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.75%, Net 0.65%

## Risk/Potential Return Meter

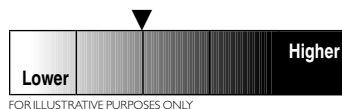


JNSIX\_2

# JPMorgan SmartRetirement 2030 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.76%, Net 0.67%

## Risk/Potential Return Meter



JSMIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2020 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2025 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2030 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

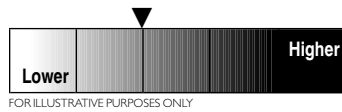
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderate degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2035 Instl

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.80%, Net 0.69%

## Risk/Potential Return Meter



SRJIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2035 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

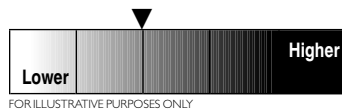
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderate degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2040 Instl

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.81%, Net 0.70%

## Risk/Potential Return Meter



SMTIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2040 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

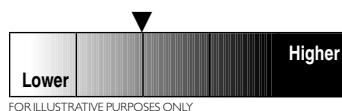
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderately higher degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2045 Instl

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.84%, Net 0.70%

## Risk/Potential Return Meter



JSAIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2045 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

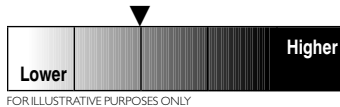
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderately higher degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2050 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.85%, Net 0.70%

## Risk/Potential Return Meter



JTSIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2050 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

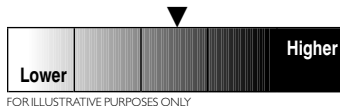
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a higher degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# JPMorgan SmartRetirement 2055 Instl

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.93%, Net 0.72%

## Risk/Potential Return Meter



JFFIX\_2

## Investment Objective & Strategy ♦

The investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date. The fund is a “fund of funds” that invests in other J.P. Morgan Funds (underlying funds), and is generally intended for investors expecting to retire around the year 2055 (target retirement date). It is designed to provide exposure to a variety of asset classes through investments in underlying funds, and over time the fund’s asset allocation strategy will change.

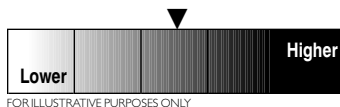
## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a higher degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# American Funds New Perspective R6

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.45%, Net 0.45%

## Risk/Potential Return Meter



RNPGX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term growth of capital; future income is a secondary objective. The fund seeks to take advantage of investment opportunities generated by changes in international trade patterns and economic and political relationships by investing in common stocks of companies located around the world. In pursuing its primary investment objective, it invests primarily in common stocks that the investment adviser believes have the potential for growth. In pursuing its secondary objective, the fund invests in common stocks of companies with the potential to pay dividends in the future.

## Risk and Return Profile

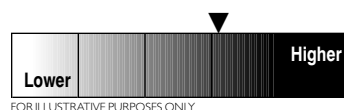
International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Foreign funds involve special risks, including currency fluctuations and political developments.



# American Funds New World R6

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.65%, Net 0.65%

## Risk/Potential Return Meter



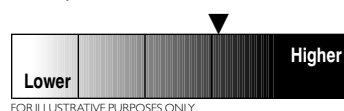
FOR ILLUSTRATIVE PURPOSES ONLY

RNWX\_2

# DFA Emerging Markets Core Equity I

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.63%, Net 0.63%

## Risk/Potential Return Meter



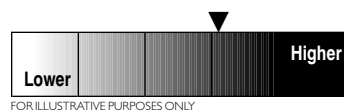
FOR ILLUSTRATIVE PURPOSES ONLY

DFCEX\_2

# DFA International Core Equity I

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.39%, Net 0.39%

## Risk/Potential Return Meter



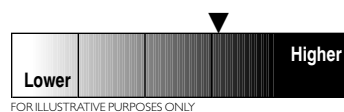
FOR ILLUSTRATIVE PURPOSES ONLY

DFIEX\_2

# DFA International Value I

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.43%, Net 0.43%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

DFIVX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund invests primarily in common stocks of companies with significant exposure to countries with developing economies and/or markets. It normally invests at least 35% of its assets in equity and debt securities of issuers primarily based in qualified countries that have developing economies and/or markets. The fund may also invest in equity securities of any company, regardless of where it is based, if the fund's investment adviser determines that a significant portion of the company's assets or revenues (generally 20% or more) is attributable to developing countries.

## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Equity securities of companies located in emerging markets involve greater risks than investing in more established markets, including currency fluctuations, political developments and share illiquidity.

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The Emerging Markets Core Equity Portfolio purchases a broad and diverse group of securities associated with emerging markets, which may include frontier markets (emerging market countries in an earlier stage of development), authorized for investment by the Advisor's Investment Committee ("Approved Markets"), with an increased exposure to securities of small cap issuers and securities that the fund's manager considers to be value securities.

## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Equity securities of companies located in emerging markets involve greater risks than investing in more established markets, including currency fluctuations, political developments and share illiquidity.

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund purchases a broad and diverse group of securities of non-U.S. companies in developed markets with a greater emphasis on small capitalization and value companies as compared to their representation in the International Universe. As a non-fundamental policy, under normal circumstances, it will invest at least 80% of its net assets in equity securities.

## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Foreign funds involve special risks, including currency fluctuations and political developments.

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The DFA International Value Portfolio is a Feeder Portfolio and pursues its objective by investing substantially all of its assets in its corresponding Master fund, The DFA International Value Series (the "International Value Series" or "Master fund") of The DFA Investment Trust Company (the "Trust"), which has the same investment objective and policies as the Portfolio. The International Value Series intends to purchase securities of large companies associated with developed market countries that the Advisor has designated as approved markets.

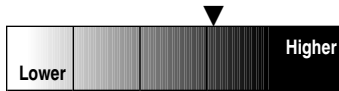
## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Foreign funds involve special risks, including currency fluctuations and political developments.

# DFA Large Cap International I

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.29%, Net 0.29%

## Risk/Potential Return Meter



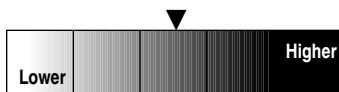
FOR ILLUSTRATIVE PURPOSES ONLY

DFALX\_2

# DFA Real Estate Securities I

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.19%, Net 0.18%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

DFREX\_2

# Fidelity Advisor Materials I

Fund Manager: Welo  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.81%, Net 0.81%

## Risk/Potential Return Meter



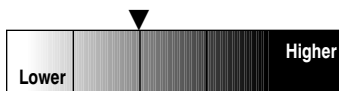
FOR ILLUSTRATIVE PURPOSES ONLY

FMFEX\_2

# Fidelity Select Health Care

Fund Manager: Yoon  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.77%, Net 0.77%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

FSPHX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund purchases securities of large non-U.S. companies using an adjusted market capitalization weighted approach in each country or region. It intends to purchase securities of large non-U.S. companies associated with developed market countries that the Advisor has designated as approved markets.

## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Foreign funds involve special risks, including currency fluctuations and political developments.

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund, using a free float-adjusted market capitalization weighted approach, purchases readily marketable equity securities of companies whose principal activities include ownership, management, development, construction, or sale of residential, commercial or industrial real estate. It will principally invest in equity securities of companies in certain real estate investment trusts and companies engaged in residential construction and firms, except partnerships, whose principal business is to develop commercial property.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

## Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund invests primarily in common stocks. It invests at least 80% of assets in securities of companies principally engaged in the manufacture, mining, processing, or distribution of raw materials and intermediate goods. The fund invests in domestic and foreign issuers. It uses fundamental analysis of factors such as each issuer's financial condition and industry position, as well as market and economic conditions to select investments. The fund is non-diversified.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

## Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund invests at least 80% of assets in securities of companies principally engaged in the design, manufacture, or sale of products or services used for or in connection with health care or medicine. It invests primarily in common stocks. The fund invests in domestic and foreign issuers. It uses fundamental analysis of factors such as each issuer's financial condition and industry position, as well as market and economic conditions to select investments. The fund is non-diversified.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

# Franklin Utilities R6

Fund Manager: Schmicker/Kohli  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.48%, Net 0.48%

## Risk/Potential Return Meter



FUFRX\_2

# Oppenheimer Gold & Special Minerals A

Fund Manager: Li  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 1.17%, Net 1.15%

## Risk/Potential Return Meter

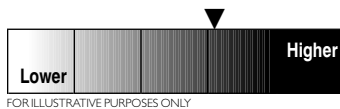


OPGSX\_2

# Vanguard Information Technology Idx Adm

Fund Manager: Miller  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.14%, Net 0.14%

## Risk/Potential Return Meter



VITAX\_2

## Investment Objective & Strategy ♦

The investment seeks capital appreciation and current income. The fund normally invests at least 80% of its net assets in the securities of public utilities companies. These are companies that provide electricity, natural gas, water, and communications services to the public and companies that provide services to public utilities companies. It concentrates (invests more than 25% of its total assets) in companies operating in the utilities industry. The fund invests primarily in equity securities, which consist mainly of common stocks.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

## Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund invests mainly in common stocks of companies that are involved in mining, processing or dealing in gold or other metals or minerals and may invest all of its assets in those securities. Under normal market conditions, at least 80% of the fund's net assets, plus any borrowings for investment purposes, will be invested in those companies. The fund may invest in U.S. or foreign companies, including companies in developing or emerging markets. It has no limit on its foreign investments. The fund is non-diversified.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index. The fund employs an indexing investment approach designed to track the performance of the MSCI US Investable Market Index (IMI)/Information Technology 25/50, an index made up of stocks of large, mid-size, and small U.S. companies within the information technology sector, as classified under the Global Industry Classification Standard (GICS). It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index. The fund is non-diversified.

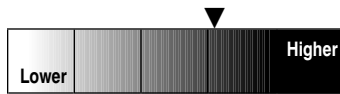
## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

# DFA US Small Cap

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.37%, Net 0.37%

## Risk/Potential Return Meter



DFSTX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund, using a market capitalization weighted approach, purchases a broad and diverse group of readily marketable securities of U.S. small cap companies. A company's market capitalization is the number of its shares outstanding times its price per share. In general, the higher the relative market capitalization of the U.S. small cap company, the greater its representation in the Portfolio.

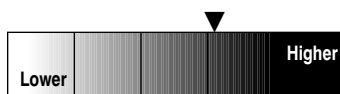
## Risk and Return Profile

Small-cap investments may be most appropriate for someone willing to accept a high degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.

# DFA US Targeted Value I

Fund Manager: Team Managed  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.37%, Net 0.37%

## Risk/Potential Return Meter



DFFVX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The U.S. Targeted Value Portfolio, using a market capitalization weighted approach, purchases a broad and diverse group of the readily marketable securities of U.S. small and mid cap companies that the Advisor determines to be value stocks. The U.S. Targeted Value Portfolio may use derivatives, such as futures contracts and options on futures contracts for U.S. equity securities and indices, to gain market exposure on its uninvested cash pending investment in securities or to maintain liquidity to pay redemptions.

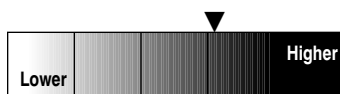
## Risk and Return Profile

Small-cap investments may be most appropriate for someone willing to accept a high degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.

# Franklin Small Cap Growth Adv

Fund Manager: McCarthy/Carris  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.92%, Net 0.91%

## Risk/Potential Return Meter



FSSAX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital growth. The fund invests at least 80% of its net assets in the equity securities of small cap companies. The equity securities in which the fund invests are predominantly common stock. For this fund, small cap companies are companies with market capitalizations not exceeding (i) \$1.5 billion or (ii) the highest market capitalization in the Russell 2000® Index, whichever is greater, at the time of purchase. It may invest in equity securities of larger companies. The fund, from time to time, may have significant positions in particular sectors such as information technology and healthcare.

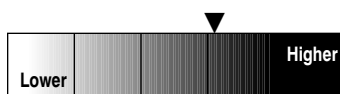
## Risk and Return Profile

Small-cap investments may be most appropriate for someone willing to accept a high degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.

# Vanguard Small Cap Value Index

Fund Manager: Buek  
Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.24%, Net 0.24%

## Risk/Potential Return Meter



VISVX\_2

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index that measures the investment return of small-capitalization value stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP U.S. Small Cap Value Index, a broadly diversified index of value stocks of small U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

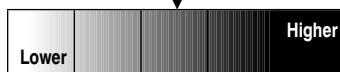
## Risk and Return Profile

Small-cap investments may be most appropriate for someone willing to accept a high degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.

# American Beacon Stephens Mid-Cap Gr Inst

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 1.11%, Net 0.99%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

SFMIX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term growth of capital. Under normal circumstances, the fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in equity securities of medium capitalization companies. The adviser considers a company to be a medium capitalization company if it has a market capitalization, at the time of investment, between \$1 billion and the market capitalization of the largest company in the Russell Midcap® Index.

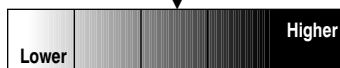
## Risk and Return Profile

Mid-cap investments may be most appropriate for someone willing to accept a higher degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.

# Invesco American Value R6

Fund Manager: Mazanec/Copper/Marcheli  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.77%, Net 0.76%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MSAFX\_2

## Investment Objective & Strategy ♦

The investment seeks total return through growth of capital and current income. The fund invests, under normal circumstances, at least 80% of its net assets (plus any borrowings for investment purposes) in securities of U.S. issuers, and in derivatives and other instruments that have economic characteristics similar to such securities. It normally invests at least 65% of its net assets in equity securities of small- to mid-capitalization companies. The fund may invest up to 20% of its net assets in real estate investment trusts (REITs).

## Risk and Return Profile

Mid-cap investments may be most appropriate for someone willing to accept a higher degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.

# Vanguard Mid Cap Index Fund - Admiral

Fund Manager: Butler  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.09%, Net 0.09%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

VIMAX\_2

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP U.S. Mid Cap Index, a broadly diversified index of stocks of mid-size U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

## Risk and Return Profile

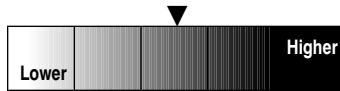
Mid-cap investments may be most appropriate for someone willing to accept a higher degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.



# American Beacon Lg Cap Value Inst

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.59%, Net 0.59%

## Risk/Potential Return Meter



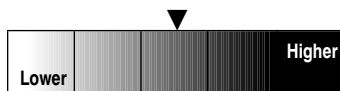
FOR ILLUSTRATIVE PURPOSES ONLY

AADEX\_2

# American Funds Fundamental Investors R6

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.31%, Net 0.31%

## Risk/Potential Return Meter



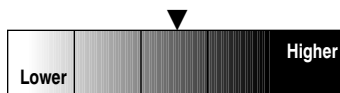
FOR ILLUSTRATIVE PURPOSES ONLY

RFNGX\_2

# ClearBridge Aggressive Growth IS

Fund Manager: Bauman/Freeman  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.73%, Net 0.73%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

LSIFX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation and current income. Under normal circumstances, at least 80% of the fund's net assets (plus the amount of any borrowings for investment purposes) are invested in equity securities of large market capitalization U.S. companies. These companies have market capitalizations within the market capitalization range of the companies in the Russell 1000® Index at the time of investment.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

## Investment Objective & Strategy ♦

The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks of companies that appear to offer superior opportunities for capital growth and most of which have a history of paying dividends. It may invest significantly in securities of issuers domiciled outside the United States.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

## Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund invests primarily in common stocks of companies the portfolio managers believe are experiencing, or will experience, growth in earnings exceeding the average rate of earnings growth of the companies which comprise the S&P 500 Index. It may invest in the securities of large, well-known companies offering prospects of long-term earnings growth. The fund may invest up to 25% of its net assets (at the time of investment) in foreign securities.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.



# DFA U.S. Core Equity 2 I

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.22%, Net 0.22%

## Risk/Potential Return Meter



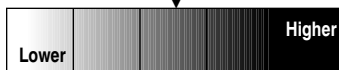
FOR ILLUSTRATIVE PURPOSES ONLY

DFQTX\_2

# Vanguard 500 Index Admiral

Fund Manager: Buek  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.05%, Net 0.05%

## Risk/Potential Return Meter



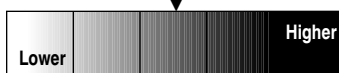
FOR ILLUSTRATIVE PURPOSES ONLY

VFIAX\_2

# Vanguard Equity Income Fund

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.30%, Net 0.30%

## Risk/Potential Return Meter



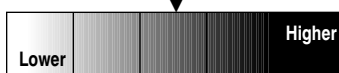
FOR ILLUSTRATIVE PURPOSES ONLY

VEIPX\_2

# Vanguard Growth Index Adm

Fund Manager: O'Reilly  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.09%, Net 0.09%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

VIGAX\_2

## Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund purchases a broad and diverse group of securities of U.S. companies with a greater emphasis on small capitalization and value companies as compared to their representation in the U.S. Universe. The Advisor generally defines the U.S. Universe as a free float adjusted market capitalization weighted portfolio of U.S. operating companies listed on the New York Stock Exchange ("NYSE"), NYSE MKT LLC or Nasdaq Global Market® or such other securities exchanges deemed appropriate by the Advisor.

## Risk and Return Profile

Mid-cap investments may be most appropriate for someone willing to accept a higher degree of market volatility in exchange for greater potential returns over time. Stock investments tend to be more volatile than bond, stable value or money market investments. Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks. The fund employs an indexing investment approach designed to track the performance of the Standard & Poor's 500 Index, a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

## Investment Objective & Strategy ♦

The investment seeks to provide an above-average level of current income and reasonable long-term capital appreciation. The fund invests mainly in common stocks of mid-size and large companies whose stocks typically pay above-average levels of dividend income and are, in the opinion of the purchasing advisor, undervalued relative to other stocks. In addition, the advisors generally look for companies that they believe are committed to paying dividends consistently. Under normal circumstances, the fund will invest at least 80% of its assets in equity securities. The fund uses multiple investment advisors.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index that measures the investment return of large-capitalization growth stocks. The fund employs an indexing investment approach designed to track the performance of the CRSP U.S. Large Cap Growth Index, a broadly diversified index predominantly made up of growth stocks of large U.S. companies. It attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

# Vanguard LifeStrategy Growth Inv

Fund Manager: Team  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.17%, Net 0.17%

## Risk/Potential Return Meter



VASGX\_2

# Vanguard Total Stock Mkt Idx Adm

Fund Manager: O'Reilly  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.05%, Net 0.05%

## Risk/Potential Return Meter



VTSAX\_2

# American Funds American Balanced R6

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.29%, Net 0.29%

## Risk/Potential Return Meter



RLBGX\_2

## Investment Objective & Strategy ♦

The investment seeks capital appreciation and some current income. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 80% of the fund's assets to common stocks and 20% to bonds. Its indirect bond holdings are a diversified mix of short-, intermediate-, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar (but hedged by Vanguard to minimize foreign currency exposure).

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderately higher degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ♦

The investment seeks to track the performance of a benchmark index that measures the investment return of the overall stock market. The fund employs an indexing investment approach designed to track the performance of the CRSP U.S. Total Market Index, which represents approximately 100% of the investable U.S. stock market and includes large-, mid-, small-, and micro-cap stocks regularly traded on the New York Stock Exchange and Nasdaq. It invests by sampling the index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the full index in terms of key characteristics.

## Risk and Return Profile

Large-cap investments may be most appropriate for someone willing to accept some degree of market volatility in return for potential long-term capital growth. Stock investments tend to be more volatile than bond, stable value or money market investments.

## Investment Objective & Strategy ♦

The investment seeks conservation of capital, current income and long-term growth of capital and income. The fund uses a balanced approach to invest in a broad range of securities, including common stocks and investment-grade bonds. It also invests in securities issued and guaranteed by the U.S. government and by federal agencies and instrumentalities. In addition, the fund may invest a portion of its assets in common stocks, most of which have a history of paying dividends, bonds and other securities of issuers domiciled outside the United States.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderate degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# Vanguard LifeStrategy Cnsvr Gr Inv

Fund Manager: Team  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.15%, Net 0.15%

## Risk/Potential Return Meter



VSCGX\_2

# Vanguard LifeStrategy Moderate Growth

Fund Manager: Team  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.16%, Net 0.16%

## Risk/Potential Return Meter



VSMGX\_2

# Vanguard LifeStrategy Income Inv

Fund Manager: Team  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.14%, Net 0.14%

## Risk/Potential Return Meter



VASIX\_2

## Investment Objective & Strategy ♦

The investment seeks current income and low to moderate capital appreciation. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 60% of the fund's assets to bonds and 40% to common stocks. Its indirect bond holdings are a diversified mix of short-, intermediate-, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar (but hedged by Vanguard to minimize foreign currency exposure).

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ♦

The investment seeks capital appreciation and a low to moderate level of current income. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 60% of the fund's assets to common stocks and 40% to bonds. Its indirect bond holdings are a diversified mix of short-, intermediate-, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept a moderate degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

## Investment Objective & Strategy ♦

The investment seeks current income and some capital appreciation. The fund invests in other Vanguard mutual funds according to a fixed formula that reflects an allocation of approximately 80% of the fund's assets to bonds and 20% to common stocks. Its indirect bond holdings are a diversified mix of short-, intermediate-, and long-term U.S. government, U.S. agency, and investment-grade U.S. corporate bonds; mortgage-backed and asset-backed securities; and government, agency, corporate, and securitized investment-grade foreign bonds issued in currencies other than the U.S. dollar (but hedged by Vanguard to minimize foreign currency exposure).

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# Vanguard Wellesley Income Fund

Fund Manager: Keogh/Reckmeyer  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.25%, Net 0.25%

## Risk/Potential Return Meter



VWINX\_2

## Investment Objective & Strategy ♦

The investment seeks to provide long-term growth of income and a high and sustainable level of current income, along with moderate long-term capital appreciation. The fund invests approximately 60% to 65% of its assets in investment-grade corporate, U.S. Treasury, and government agency bonds, as well as mortgage-backed securities. The remaining 35% to 40% of fund assets are invested in common stocks of companies that have a history of above-average dividends or expectations of increasing dividends.

## Risk and Return Profile

This investment option may be most appropriate for someone willing to accept some degree of risk in exchange for potentially higher long-term returns. Investors choosing this option want to invest in a mixture of diverse investments suiting their needs but do not have the time, desire, or knowledge to select and manage their own portfolios. Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

# American Century ShDur Infl Prot Bd R6

Fund Manager: Team Managed  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.32%, Net 0.32%

## Risk/Potential Return Meter



APODX\_2

## Investment Objective & Strategy ♦

The investment seeks total return. The fund normally invests at least 80% of its net assets in inflation-linked debt securities. It invests primarily in investment-grade securities, but may also invest a portion of its assets in high-yield securities, or junk bonds. The fund also may invest a portion of its net assets in fixed-income securities that are not linked to inflation. It may invest up to 20% of its total assets in securities denominated in foreign currencies and may invest beyond this limit in U.S. dollar denominated securities of foreign issuers. The fund is non-diversified.

## Risk and Return Profile

This investment may be most appropriate for someone seeking greater potential income than with a money market or stable value investment and willing to accept a higher degree of risk. The investor may also desire to balance more aggressive investments with one providing potentially steady income. A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.

# DFA Inflation-Protected Securities I

Fund Manager: Plecha/Kolerich  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.12%, Net 0.12%

## Risk/Potential Return Meter



DIPXS\_2

## Investment Objective & Strategy ♦

The investment seeks to provide inflation protection and earn current income consistent with inflation-protected securities. The fund seeks its investment objective by investing in a universe of inflation-protected securities that are structured to provide returns that at least keep up with the rate of inflation over the long-term. It ordinarily invests in inflation-protected securities issued by the U.S. government and its agencies and instrumentalities and the credit quality such inflation-protected securities will be that of such applicable U.S. government, agency or instrumentality issuer.

## Risk and Return Profile

This investment may be most appropriate for someone seeking greater potential income than with a money market or stable value investment and willing to accept a higher degree of risk. The investor may also desire to balance more aggressive investments with one providing potentially steady income. A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.



# DFA Intermediate Govt Fixed-Income I

Fund Manager: Plecha/Kolerich  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.12%, Net 0.12%

## Risk/Potential Return Meter



DFIGX\_2

# Janus Flexible Bond N

Fund Manager: Watters/Smith  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.45%, Net 0.45%

## Risk/Potential Return Meter

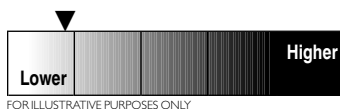


JDFNX\_2

# Legg Mason BW Global Opportunities Bd IS

Fund Manager: Smith/McIntyre/Hoffman  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.58%, Net 0.58%

## Risk/Potential Return Meter



GOBSX\_2

## Investment Objective & Strategy ♦

The investment seeks current income consistent with the preservation of capital. The fund primarily invests in high quality, low-risk obligations of the U.S. government and its agencies with maturities of between five and fifteen years. It normally invests in non-callable obligations issued or guaranteed by the U.S. government and U.S. government agencies, AAA-rated, dollar-denominated obligations of foreign governments, obligations of supranational organizations, and futures contracts on U.S. Treasury securities.

## Risk and Return Profile

This investment may be most appropriate for someone seeking greater potential income than with a money market or stable value investment and willing to accept a higher degree of risk. The investor may also desire to balance more aggressive investments with one providing potentially steady income. A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.

## Investment Objective & Strategy ♦

The investment seeks maximum total return, consistent with preservation of capital. The fund normally invests at least 80% of its net assets in bonds. Bonds include, but are not limited to, government notes and bonds, corporate bonds, convertible bonds, commercial and residential mortgage-backed securities, and zero-coupon bonds. It will invest at least 65% of its assets in investment grade debt securities. The fund will limit its investment in high-yield/high-risk bonds, also known as "junk" bonds, to 35% or less of its net assets.

## Risk and Return Profile

This investment may be most appropriate for someone seeking greater potential income than with a money market or stable value investment and willing to accept a higher degree of risk. The investor may also desire to balance more aggressive investments with one providing potentially steady income. A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.

## Investment Objective & Strategy ♦

The investment seeks to maximize total return consisting of income and capital appreciation. The fund normally invests at least 80% of its net assets in fixed income securities of issuers located in developed market countries. It will invest in both investment grade and below investment grade fixed income securities, and intends to invest less than 35% of its net assets in below investment grade fixed income securities (commonly known as "high yield debt" or "junk bonds"). The fund may invest up to 25% of its net assets in convertible debt securities. The fund is non-diversified.

## Risk and Return Profile

International investments may be most appropriate for someone looking for greater potential returns and willing to accept a higher degree of risk. International investment may provide diversification for a domestic portfolio. Foreign funds involve special risks, including currency fluctuations and political developments. Bond investments may be most appropriate for someone seeking higher potential income than with a money market or stable value investment. A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.

# Nuveen Preferred Securities I

Fund Manager: Baker/Langenfeld  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.82%, Net 0.82%

## Risk/Potential Return Meter

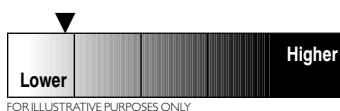


NPSRX\_2

# Westcore Plus Bond

Fund Manager: Johnson/McKissick  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.72%, Net 0.55%

## Risk/Potential Return Meter



WTIBX\_2

# Western Asset High Yield IS

Fund Manager: Kilcullen/Leech/Buchanan  
 Period Ending: 09/30/2014  
 Fund Operating Expenses:  
 Gross 0.61%, Net 0.61%

## Risk/Potential Return Meter



WAHSX\_2

## Investment Objective & Strategy ♦

The investment seeks a high level of current income and total return. Under normal market conditions, the fund invests at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in preferred securities. It intends to invest at least 25% of its assets in the preferred securities of companies principally engaged in financial services. The fund normally invests at least 60% of its net assets in securities rated investment grade. It may invest up to 40% of its net assets in securities rated below investment grade. The fund is non-diversified.

## Risk and Return Profile

The investment may be most appropriate for someone looking for greater potential returns and willing to accept a high degree of risk. Specialty funds that invest in a specific industry sector, geographic region, or one or more commodities may be more volatile than funds with more diversified investments. Additionally, funds that use unique investing strategies, such as short funds or hedge funds, may be more volatile than funds that use traditional investing strategies.

## Investment Objective & Strategy ♦

The investment seeks to achieve long-term total rate of return, consistent with preservation of capital, by investing primarily in investment-grade bonds of varying maturities. The fund invests primarily in investment-grade debt securities—those rated in the top four rating categories by at least one nationally recognized rating agency. The dollar-weighted average quality is expected to be “Baa” or better. A “Baa” rating typically is the lowest of the four investment-grade categories. It normally invests at least eighty percent (80%) of the value of its net assets, plus any borrowings for investment purposes, in bonds of varying maturities.

## Risk and Return Profile

This investment may be most appropriate for someone seeking greater potential income than with a money market or stable value investment and willing to accept a higher degree of risk. The investor may also desire to balance more aggressive investments with one providing potentially steady income. A bond fund’s yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.

## Investment Objective & Strategy ♦

The investment seeks to maximize total return, consistent with prudent investment management. The fund normally invests at least 80% of its net assets in U.S. dollar denominated debt or fixed income securities that are rated below investment grade at the time of purchase by one or more Nationally Recognized Statistical Rating Organizations or are of a comparable quality as determined by the subadviser. The fund managers consider securities that are rated below the Baa or BBB categories to be rated below investment grade. The fund may also enter into various exchange-traded and over-the-counter derivative transactions for both hedging and non-hedging purposes.

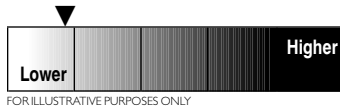
## Risk and Return Profile

High yield bond investments may be appropriate for investors able to weather greater potential price volatility in exchange for an increased opportunity for capital appreciation and higher yields. Although they have higher return potential, high yield bonds are also subject to greater risk, including the risk of default, compared to higher-rated securities.

# Key Guaranteed Portfolio Fund

Period Ending: 09/30/2014  
Fund Operating Expenses:  
Gross 0.00%, Net 0.00%

## Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

KGPF\_2

## Investment Objective

As a general account product offered through the group annuity contract, participant principal and interest are fully guaranteed by the entire general account assets of GWL&A, which as of December 31, 2012, were \$28.2 billion and include \$2.14 billion in shareholder equity and accumulated surplus. General Account liabilities as of December 31, 2012 were \$26.1 billion. This means that GWL&A holds an additional 8.2% in capital for every dollar of liability we have. These assets are primarily high-quality, fixed income bonds, with 98% rated investment-grade and 30% rated AAA.

## Risk and Return Profile

The investment may be most appropriate for someone wanting to safeguard principal value or to balance a portfolio which contains more aggressive investments. The investor may be requiring stability and asset liquidity.

**Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information about investments offered through your plan, you may obtain mutual fund prospectuses from your registered representative or Plan website. Read them carefully before investing.**

**Core securities, when offered, are offered through GWFS Equities, Inc. and/or other broker dealers.** GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company and an affiliate of Great-West Life & Annuity Company of New York, White Plains, New York and FASCore, LLC (FASCore Administrators, LLC in California). GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution, and administrative services.

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The Profiles may include some investment options not directly available to your Plan. For more information about the Profiles contact your registered representative.

Not a Deposit. Not FDIC Insured. Not Bank Guaranteed. Funds May Lose Value. Not Insured by Any Federal Government Agency.

A benchmark index is not actively managed, does not have a defined investment objective, and does not incur fees or expenses. Therefore, performance of a fund will generally be less than its benchmark index. You cannot invest directly in a benchmark index.

Funds may impose redemption fees and/or transfer restrictions, if assets are held for less than the published holding period. For more information, see the fund's prospectus and/or disclosure documents.

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Holdings and composition of holdings are subject to change. Due to rounding or other factors, asset allocations and/or largest holdings may not equal 100.0%.

The Net expense ratio shown is net of any fee waivers or expense reimbursements.

Great-West Funds, Inc. and Putnam Funds are affiliates of Great-West Life & Annuity Insurance Company, Great-West Life & Annuity Company of New York, White Plains, New York, and their subsidiaries and affiliates. Great-West Funds, Inc. was previously known as Maxim Series Fund, Inc.

Asset allocation funds are generally subject to a fund operating expense at the fund level, as well as prorated fund operating expenses of each underlying fund in which they invest. For more information, please refer to the fund prospectus and/or disclosure document. Funds are subject to the risks of the underlying funds.

The date in a target date fund's name represents an approximate date when an investor is expected to retire (which is assumed to be at age 65) and/or begins withdrawing money. The principal value of the funds is not guaranteed at any time, including the target date. For more information, please refer to the fund prospectus and/or disclosure document.

Great-West SecureFoundation<sup>SM</sup>; guaranteed income benefit offered through a contingent deferred annuity issued by Great-West Life & Annuity Insurance Company (GWL&A) to your plan sponsor and is GWL&A's promise to provide a payment of guaranteed income subject to the terms and conditions of the annuity and claims paying ability of GWL&A.





Last Name

First Name

M.I.

Social Security Number

Number

**D Mailing Instructions****Participant forward this form to Employer****Employer DO NOT send this form to the Service Provider. Please retain for your records.**

Great-West Financial® refers to products and services provided by Great-West Life & Annuity Insurance Company (GWL&A), Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York (GWL&A of NY), Home Office: White Plains, NY; and their subsidiaries and affiliates, including Great-West Funds, Inc. and Great-West Trust Company, LLC. All trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.

**Beneficiary Designation  
401(k) Plan**

**KRA Corporation 401(k) Profit Sharing Plan**

**371599-01**

**For My Information**

- For questions regarding this form, visit the Web site at [www.gwrs.com](http://www.gwrs.com) or contact Service Provider at 1-800-338-4015.
- Use black or blue ink when completing this form.

**A Participant Information**

*Account extension, if applicable, identifies funds transferred to a beneficiary due to participant's death, alternate payee due to divorce or a participant with multiple accounts.*

Account Extension \_\_\_\_\_

--	--	--	--	--	--	--	--	--	--

Social Security Number (Must provide all 9 digits)

Last Name _____	First Name _____	M.I. _____	Date of Birth _____ (    ) /    /
Email Address _____			Daytime Phone Number _____ (    ) _____
<input type="checkbox"/> Married <input type="checkbox"/> Unmarried			Alternate Phone Number _____

**B Beneficiary Designation**

**Primary Beneficiary Designation (Attach an additional sheet to name additional beneficiaries.)**

If I am married, my Plan requires my spouse to be named as primary beneficiary for 100% of my account balance, or my spouse must consent to my beneficiary designation.

%				/ /
% of Account Balance	Primary Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				
%				/ /
% of Account Balance	Primary Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				
%				/ /
% of Account Balance	Primary Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				

**Contingent Beneficiary Designation**

%				/ /
% of Account Balance	Contingent Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				
%				/ /
% of Account Balance	Contingent Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				
%				/ /
% of Account Balance	Contingent Beneficiary Name	Relationship	Social Security Number	Date of Birth
Street Address _____ City _____ State _____ Zip Code _____				

Last Name \_\_\_\_\_

First Name \_\_\_\_\_

M.I. \_\_\_\_\_

Social Security Number \_\_\_\_\_

**C Signatures and Consent**

**Participant Consent**

I have completed, understand and agree to all pages of this Beneficiary Designation form. Subject to and in accordance with the terms of the Plan, I am making the above beneficiary designations for my vested account in the event of my death. If I have more than one primary beneficiary, the account will be divided as specified. If a primary beneficiary predeceases me, his or her benefit will be allocated to the surviving primary beneficiaries. Contingent beneficiaries will receive a benefit only if there is no surviving primary beneficiary, as specified. If a contingent beneficiary predeceases me, his or her benefit will be allocated to the surviving contingent beneficiaries. If I fail to designate beneficiaries, amounts will be paid pursuant to the terms of the Plan or applicable law. This designation is effective upon execution and delivery to Service Provider. If any information is missing, additional information may be required prior to recording my designation.

This designation supersedes all prior designations. Beneficiaries will share equally if percentages are not provided and any amounts unpaid upon death will be divided equally. **Primary and contingent beneficiaries must separately total 100% in whole percentages.**

If I currently have Joint Covered Persons elected for any Guaranteed Lifetime Withdrawal Benefit, the primary beneficiary on the account cannot be updated.

I understand that the Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, the Service Provider cannot conduct business with persons in a blocked country or any person designated by OFAC as a specially designated national or blocked person. For more information, please access the OFAC Web site at: <http://www.treasury.gov/about/organizational-structure/offices/Pages/Office-of-Foreign-Assets-Control.aspx>.

Important Notice: In accordance with ERISA and/or Plan Document, if I am married and I elect a primary beneficiary other than my spouse or in addition to my spouse, my spouse must consent by signing the Spousal Consent section of this form.

Any person who presents a false or fraudulent claim is subject to criminal and civil penalties.

**Participant Signature** \_\_\_\_\_ **Date (Required)** \_\_\_\_\_

**Spousal Consent**

I, *(name of spouse)* \_\_\_\_\_, the current spouse of the participant, hereby voluntarily consent to the participant's primary beneficiary designation above and understand its effect. I understand that my spouse's beneficiary designation means that I will not receive 100% of his or her vested account balance under the Plan and that my spouse's election is not valid unless I consent to it. I understand that by consenting to the beneficiary designation, I give up my right to a qualified survivor annuity. I hereby voluntarily consent to the primary beneficiary(ies) named on the previous page. I understand that my consent is irrevocable unless my spouse revokes the waiver election, changes the beneficiary designation or designates me to receive 100% of his or her vested account balance.

**Spouse's Signature** \_\_\_\_\_ **Date (Required)** \_\_\_\_\_

If I live in California and my notary is required to use the state notary form, the following items must be completed by the notary on the state notary form: the title of the form I am completing, the plan name, the plan number, the document date, the participant's name and participant spouse's name. The notary forms not containing this information will be rejected and it will delay this request.

*My signature must be notarized by a Notary Public. The date I sign this form must match the date on which my signature is notarized.*

**Statement of Notary**

**NOTE: Notary seal must be visible.**

The consent to this request was subscribed and sworn *(or affirmed)*

State of \_\_\_\_\_ ) to before me on this \_\_\_\_\_ day of \_\_\_\_\_, year \_\_\_\_\_, by \_\_\_\_\_

**SEAL**

)ss. *(name of spouse)* \_\_\_\_\_

County of \_\_\_\_\_ ) proved to me on the basis of satisfactory evidence to be the person who appeared before me, who affirmed that such consent represents his/her free and voluntary act.

Notary Public \_\_\_\_\_ My commission expires \_\_\_\_ / \_\_\_\_ / \_\_\_\_

**Authorized Plan Administrator Signature**

I accept the information provided by the participant on this form.

**Authorized Plan Administrator Signature** \_\_\_\_\_ **Date (Required)** \_\_\_\_\_

\_\_\_\_\_  
Last Name

\_\_\_\_\_  
First Name

\_\_\_\_\_  
M.I.

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Number

**D Mailing Instructions**

**After all signatures have been obtained, this form can be sent by**

**Fax to:**  
**1-866-633-5212**

**OR**

**Regular Mail to:**  
Great-West Financial®  
PO Box 173764  
Denver, CO 80217-3764

**OR**

**Express Mail to:**  
Great-West Financial®  
8515 E. Orchard Road  
Greenwood Village, CO 80111

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**Incoming Direct Rollover  
401(k) Plan**

Do not complete the Investment Option Information portion of this form if you elected to have your account professionally managed by Advised Assets Group, LLC ("AAG"). If you have not yet elected to have your account professionally managed by AAG and would like to enroll in the Managed Accounts Service, please call 1-800-338-4015.

**KRA Corporation 401(k) Profit Sharing Plan**

**371599-01**

**Participant Information**

Last Name			First Name			MI			Social Security Number								
Address - Number & Street												E-Mail Address					
City				State		Zip Code		Mo		Day		Year		<input type="checkbox"/> Female		<input type="checkbox"/> Male	
( )				( )				Date of Birth		<input type="checkbox"/> Married		<input type="checkbox"/> Unmarried					
Home Phone						Work Phone											

**Direct Rollover Information**

Current Plan Administrator must authorize by signing in the Required Signatures section.

I am choosing a:

- Direct Rollover, as allowed by your Plan, from a qualified:
  - 401(a) Plan
  - 401(k) Plan
  - Governmental 457(b) Plan
  - 403(b) Plan
- Direct Rollover from a Traditional IRA, as allowed by your Plan (Non-deductible contributions/basis may not be rolled over)

**Previous Provider Information:**

Company Name						Account Number											
Mailing Address												( )					
City/State/Zip Code						Phone Number											

**Amount of Direct Rollover:** \$ \_\_\_\_\_ (Enter approximate amount if exact amount is not known.)

**Investment Option Information** - Please refer to your communication materials for investment option designations.

I understand that funds may impose redemption fees on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. I will refer to the fund's prospectus and/or disclosure documents for more information.

Do not complete the Investment Option Information portion of this form if you elected to have your account professionally managed by Advised Assets Group, LLC ("AAG"). If you have not yet elected to have your account professionally managed by AAG and would like to enroll in the Managed Accounts Service, please call 1-800-338-4015.

Select either existing ongoing allocations (A) or your own investment options (B).

**(A) Existing Ongoing Allocations**

- I wish to allocate this rollover the same as my existing ongoing allocations.

**(B) Select Your Own Investment Options**

**Please Note: For automatic dollar-cost averaging, call Client Service Department or access our Web site.**

INVESTMENT OPTION				INVESTMENT OPTION			
NAME	TICKER	CODE	%	NAME	TICKER	CODE	%
*Great-West SecureFoundation Balanced G1....	MXSHX	MXSBL1	_____	American Beacon Stephens Mid-Cap Gr Inst....	SFMIX	SFMIX	_____
JPMorgan SmartRetirement Income Instl.....	JSIIX	JSIIX	_____	Invesco American Value R6.....	MSAFX	MSAFX	_____
JPMorgan SmartRetirement 2015 Instl.....	JSFIX	JSFIX	_____	Vanguard Mid Cap Index Fund - Admiral.....	VIMAX	VIMAX	_____

\_\_\_\_\_  
Last Name First Name M.I. Social Security Number Number

**INVESTMENT OPTION**

**INVESTMENT OPTION**

<u>NAME</u>	<u>TICKER</u>	<u>CODE</u>	<u>%</u>	<u>NAME</u>	<u>TICKER</u>	<u>CODE</u>	<u>%</u>
JPMorgan SmartRetirement 2020 Instl.....	JTTIX	JTTIX	_____	American Beacon Lg Cap Value Inst.....	AADEX	AADEX	_____
JPMorgan SmartRetirement 2025 Instl.....	JNSIX	JNSIX	_____	American Funds Fundamental Investors R6.....	RFNGX	RFNGX	_____
JPMorgan SmartRetirement 2030 Instl.....	JSMIX	JSMIX	_____	ClearBridge Aggressive Growth IS.....	LSIFX	LSIFX	_____
JPMorgan SmartRetirement 2035 Instl.....	SRJIX	SRJIX	_____	DFA U.S. Core Equity 2 I.....	DFQTX	DFQTX	_____
JPMorgan SmartRetirement 2040 Instl.....	SMTIX	SMTIX	_____	Vanguard 500 Index Admiral.....	VFIAX	VFIAX	_____
JPMorgan SmartRetirement 2045 Instl.....	JSAIX	JSAIX	_____	Vanguard Equity Income Fund.....	VEIPX	VEIPX	_____
JPMorgan SmartRetirement 2050 Instl.....	JTSIX	JTSIX	_____	Vanguard Growth Index Adm.....	VIGAX	VIGAX	_____
JPMorgan SmartRetirement 2055 Instl.....	JFFIX	JFFIX	_____	Vanguard LifeStrategy Growth Inv.....	VASGX	VASGX	_____
American Funds New Perspective R6.....	RNPGX	RNPGX	_____	Vanguard Total Stock Mkt Idx Adm.....	VTSAI	VTSAI	_____
American Funds New World R6.....	RNWGX	RNWGX	_____	American Funds American Balanced R6.....	RLBGX	RLBGX	_____
DFA Emerging Markets Core Equity I.....	DFCEX	DFCEX	_____	Vanguard LifeStrategy Cnsvr Gr Inv.....	VSCGX	VSCGX	_____
DFA International Core Equity I.....	DFIEX	DFIEX	_____	Vanguard LifeStrategy Moderate Growth.....	VSMGX	VSMGX	_____
DFA International Value I.....	DFIVX	DFIVX	_____	Vanguard LifeStrategy Income Inv.....	VASIX	VASIX	_____
DFA Large Cap International I.....	DFALX	DFALX	_____	Vanguard Wellesley Income Fund.....	VWINX	VWINX	_____
DFA Real Estate Securities I.....	DFREX	DFREX	_____	American Century ShDur Infl Prot Bd R6.....	APODX	APODX	_____
Fidelity Advisor Materials I.....	FMFEX	FMFEX	_____	DFA Inflation-Protected Securities I.....	DIPSX	DIPSX	_____
Fidelity Select Health Care.....	FSPHX	FSPHX	_____	DFA Intermediate Govt Fixed-Income I.....	DFIGX	DFIGX	_____
Franklin Utilities R6.....	FUFRX	FUFRX	_____	Janus Flexible Bond N.....	JDFNX	JDFNX	_____
Oppenheimer Gold & Special Minerals A.....	OPGSX	OPGSX	_____	Legg Mason BW Global Opportunities Bd IS...	GOBSX	GOBSX	_____
Vanguard Information Technology Idx Adm....	VITAX	VITAX	_____	Nuveen Preferred Securities I.....	NPSRX	NPSRX	_____
DFA US Small Cap.....	DFSTX	DFSTX	_____	Westcore Plus Bond.....	WTIBX	WTIBX	_____
DFA US Targeted Value I.....	DFFVX	DFFVX	_____	Western Asset High Yield IS.....	WAHSX	WAHSX	_____
Franklin Small Cap Growth Adv.....	FSSAX	FSSAX	_____	Key Guaranteed Portfolio Fund.....	N/A	KGPF	_____
Vanguard Small Cap Value Index.....	VISVX	VISVX	_____	<b>MUST INDICATE WHOLE PERCENTAGES</b>			<b>= 100%</b>

**Participation Agreement**

For the investment options denoted by the asterisk(s) - I understand that a Summary Disclosure Statement is attached to this form which contains information regarding the Great-West SecureFoundation® Guaranteed Lifetime Withdrawal Benefit (GLWB). Additional documentation concerning the features associated with the GLWB is available at www.gwrs.com. If you have any questions, please call your Service Provider at 1-866-696-8232.

**Advised Assets Group, LLC** - If I have elected to have my account professionally managed by Advised Assets Group, LLC and this form is submitted, my election to have my account professionally managed will override the investment allocation requested on this form until such time as I revoke or amend my election to have my account professionally managed.

**General Information** - I understand that only certain types of distributions are eligible for rollover treatment and that it is solely my responsibility to ensure such eligibility. By signing below, I affirm that the funds I am rolling are in fact eligible for such treatment. I authorize these funds to be transferred into my employer's Plan and to be invested according to the information specified in the Investment Option Information section. I understand and agree that this account is subject to the terms of the Plan Document.

If the investment option information is missing or incomplete, I authorize Service Provider to allocate the direct rollover assets ("assets") the same as my ongoing contributions (if I have an account established) or to the default investment option selected by my Plan (if I do not have an investment election on file). If no default investment option is selected by my Plan, the funds will be returned to the payor as required by law. If additional assets from the same provider are received more than 180 calendar days after Service Provider receives this Incoming Direct Rollover form (this "form"), I authorize Service Provider to allocate all monies received the same as my ongoing allocation election on file with Service Provider. I understand I must call KeyTalk® at 1-800-338-4015 or access Web site at www.gwrs.com in order to make changes or transfer monies from the default investment option. If my initial rollover assets are received more than 1 year after Service Provider receives and approves this Incoming Direct Rollover form, I understand Service Provider will require the submission of a new form for approval. I understand that this completed form must be received by Service Provider at the address provided on this form.

I understand that the current Custodian/Provider may require that I furnish additional information before processing the transaction requested on this form, and Service Provider is not responsible for determining the status of any transaction that I have requested. It is entirely my responsibility to provide the current Custodian/Provider with any information that they may require, and/or to notify Service Provider of any information that the current Custodian/Provider may wish to obtain in order to effect the transaction.

**Withdrawal Restrictions** - I understand that the Internal Revenue Code and/or my employer's Plan Document may impose restrictions on direct rollovers and/or distributions. I understand that I must contact the Plan Administrator/Trustee, if applicable, to determine when and/or under what circumstances I am eligible to receive distributions or make direct rollovers.

**Investment Options** - I understand and acknowledge that all payments and account values, when based on the experience of the investment options, may not be guaranteed and may fluctuate, and, upon redemption, shares may be worth more or less than their original cost. I acknowledge that investment option information, including prospectuses, disclosure documents and Fund Profile sheets, have been made available to me and I understand the risks of investing.

**Account Corrections** - I understand that it is my obligation to review all confirmations and quarterly statements for discrepancies or errors. Corrections will be made only for errors which I communicate within 90 calendar days of the last calendar quarter. After this 90 days, account information shall be deemed accurate and acceptable to me. If I notify Service Provider of an error after this 90 days the correction will only be processed from the date of notification forward and not on a retroactive basis.

**Outstanding Loan Balance** - An outstanding loan balance cannot be included in the direct rollover. However, you may pay off the outstanding loan balance before this direct rollover is submitted. After the loan is paid off, you may submit this direct rollover request. If you do not pay off the outstanding loan balance, you may direct rollover only the cash value (not including the loan) from the contract that has the outstanding loan.





**Summary Disclosure Statement**

8515 East Orchard Road  
Greenwood Village, CO 80111  
Tel: (800) 537-2033  
May 1, 2014

**Great-West SecureFoundation®**  
Group Fixed Deferred Annuity Contract  
Describing the  
Guaranteed Lifetime Withdrawal Benefit  
Issued by:  
Great-West Life & Annuity Insurance Company

Before you choose this investment, you may wish to review the Disclosure Statement, which contains more information about the Great-West SecureFoundation® Group Fixed Deferred Annuity Contract (the "Contract") issued by Great-West Life & Annuity Insurance Company ("we," "us," "our," and "Great-West"), a Colorado company, which describes the Guaranteed Lifetime Withdrawal Benefit ("GLWB" or "Benefit"). You can find the Disclosure Statement, the prospectuses for the Great-West SecureFoundation® mutual funds offered by Great-West Funds, Inc., the disclosure memoranda for the Great-West SecureFoundation® trusts offered by Great-West Trust Company, LLC, and other information online at [www.gwrs.com](http://www.gwrs.com). You may also request this information at no cost by calling 866-696-8232. This summary disclosure statement describes certain features, benefits, and risks of the GLWB. Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Disclosure Statement.

The Contract is available for use with 401(k), 401(a), or governmental 457(b) retirement plans ("Retirement Plans"). Plan Participants in Retirement Plans who choose one of the following investment options (the "Covered Funds") will elect the GLWB for a fee:

- Great-West SecureFoundation® Lifetime 2015 Fund
- Great-West SecureFoundation® Lifetime 2020 Fund
- Great-West SecureFoundation® Lifetime 2025 Fund
- Great-West SecureFoundation® Lifetime 2030 Fund
- Great-West SecureFoundation® Lifetime 2035 Fund
- Great-West SecureFoundation® Lifetime 2040 Fund
- Great-West SecureFoundation® Lifetime 2045 Fund
- Great-West SecureFoundation® Lifetime 2050 Fund
- Great-West SecureFoundation® Lifetime 2055 Fund
- Great-West SecureFoundation® Balanced Fund
- Great-West SecureFoundation® Lifetime 2015 Trust
- Great-West SecureFoundation® Lifetime 2020 Trust
- Great-West SecureFoundation® Lifetime 2025 Trust
- Great-West SecureFoundation® Lifetime 2030 Trust
- Great-West SecureFoundation® Lifetime 2035 Trust
- Great-West SecureFoundation® Lifetime 2040 Trust
- Great-West SecureFoundation® Lifetime 2045 Trust
- Great-West SecureFoundation® Lifetime 2050 Trust
- Great-West SecureFoundation® Lifetime 2055 Trust
- Great-West SecureFoundation® Balanced Trust

Note: Not all of the Covered Funds may be available in your Retirement Plan. Information about available Covered Funds is available online at [www.gwrs.com](http://www.gwrs.com), by contacting your Plan Sponsor, or by calling 866-696-8232. The Covered Funds are not issued by Great-West. Great-West Funds, Inc. and Great-West Trust Company, LLC are the issuers of the Covered Funds and are affiliates of Great-West.

**What is the GLWB?**

The GLWB is a payment of guaranteed income for the life of a designated person (the "Covered Person") based on your investment in one or more of the Covered Funds, provided specified conditions are met, regardless of how long the Covered Person lives or the actual performance or value of the Covered Funds. Specifically, if the value of the shares/units in the Covered Fund ("Covered Fund Value") equals zero as a result of Covered Fund performance, certain fees, and/or Guaranteed Annual Withdrawal(s) ("GAW"), we will make annual payments to the Covered Person for the rest of the Covered Person's life. The GLWB has no cash value and no surrender value.

The amount of the GAW may increase from time to time based on the Covered Fund Value. The amount of the GAW may decrease if you take an Excess Withdrawal either by: (i) taking any withdrawal during the Accumulation Phase; or (ii) taking a withdrawal during the GAW Phase that is greater than the GAW. These Excess Withdrawals will reduce your Covered Fund Value on a dollar-for-dollar basis and will adjust your Benefit Base by the ratio of the new Covered Fund Value (after the Excess Withdrawal) to the previous Covered Fund Value (after the GAW). For examples of these calculations, please refer to the Disclosure Statement.

The guaranteed income that may be provided by the GLWB is based on the age and life of the Covered Person (or if there are joint Covered Persons, on the age of the younger joint Covered Person and the lives of both Covered Persons) as of the date we calculate the first Installment. The Covered Person is either you or you and your spouse. Your spouse must be the 100% primary beneficiary under the Retirement Plan in order to be a joint Covered Person.

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**This does not constitute an offering in any jurisdiction in which such offering may not be lawfully made.**

### How does the GLWB work?

The GLWB has three phases: an "Accumulation Phase," a "GAW Phase," and a "Settlement Phase."

- **The Accumulation Phase:** During the Accumulation Phase, you may direct additional Contract Contributions to the Covered Fund(s), which establish the Benefit Base (this is the sum of all Contract Contributions minus any withdrawals and any adjustments made on the "Ratchet Date"), and take Distributions from your Account just as you otherwise would be permitted to (although Excess Withdrawals will proportionally reduce the amount of the Benefit Base). You are responsible for managing withdrawals during the Accumulation Phase. During the Accumulation Phase, the Benefit Base will be automatically adjusted annually on the Ratchet Date to the greater of: (a) the current Benefit Base; or (b) the current Covered Fund Value. During the Accumulation Phase, your Ratchet Date is the date of the anniversary that you elected the GLWB.
- **The GAW Phase:** After you (or if there are joint Covered Persons, the younger joint Covered Person) have turned age 55, then you can elect to begin to take GAWs and start the GAW Phase without reducing the Benefit Base. GAWs are withdrawals from your account value allocated to the Covered Fund(s) that do not exceed a specified annual amount. GAWs before age 59 ½ may result in certain tax penalties. During the GAW Phase, the Benefit Base will be automatically adjusted annually on the Ratchet Date to the greater of: (a) the current Benefit Base; or (b) the current Covered Fund Value. However, your GAW Percentage (GAW%) will not change unless you request a reset of the GAW%. You may not direct additional Contract Contributions to the Covered Fund(s) during the GAW Phase. During the GAW Phase, your Ratchet Date is the date you elected to begin receiving GAWs. If you are not fully vested in the Covered Funds, please see the Disclosure Statement for information on how vesting may affect GAWs.
- **Settlement Phase:** If the Covered Fund Value falls to zero as a result of Covered Fund performance, certain fees, and/or GAWs, the Settlement Phase will begin. During the Settlement Phase, we continue to make Installments to you for as long as you live. However, the Settlement Phase may never occur, depending on how long the Covered Person(s) lives and how well the Covered Fund performs. The Settlement Phase is the first time that we use our own money to make Installments to you. If the Covered Fund Value is less than the amount of the final Installment in GAW Phase, the initial payment in Settlement Phase may take up to seven days from the Installment Date.

The Installments that you receive when you are in the GAW Phase or Settlement Phase are determined by multiplying the vested Benefit Base by the GAW%, which is determined by the age of the Covered Person as of the date we calculate the first Installment. The GAW is based on a percentage of the Benefit Base pursuant to the following schedule:

<u>Sole Covered Person</u>	<u>Joint Covered Person</u>
4.0% for life at ages 55-64	3.5% for youngest joint life at ages 55-64
5.0% for life at ages 65-69	4.5% for youngest joint life at ages 65-69
6.0% for life at ages 70-79	5.5% for youngest joint life at ages 70-79
7.0% for life at ages 80+	6.5% for youngest joint life at ages 80+

The amount of the Installment equals the GAW divided by the number of payments per year under the elected Installment Frequency Option, which may be annual, semi-annual, quarterly, or monthly. As described in more detail in the Disclosure Statement, the amount of the Installments may increase on an annual basis during the GAW Phase due to positive Covered Fund performance and will decrease as a result of any Excess Withdrawals. If the Contract is terminated, all Installments will cease.

For more information and examples of how the GLWB works, please refer to the Disclosure Statement.

### What protection does the GLWB provide?

By electing the GLWB as a source or potential source of lifetime retirement income or other long-term purposes, you receive two basic protections. Provided that certain conditions are met, you will be protected from:

- longevity risk, which is the risk that you will outlive the assets invested in the Covered Fund; and
- income volatility risk, which is the risk of downward fluctuations in your retirement income due to changes in market performance.

Both of these risks increase as a result of poor market performance early in retirement. Point-in-time risk, the risk of retiring on the eve of a down market, significantly contributes to both longevity and income volatility risk.

The GLWB does not guarantee that the Covered Fund will retain a certain value or that the value of the Covered Fund will remain steady or grow over time. Therefore, it is important to understand that while the preservation of capital may be one of your goals, the GLWB does not guarantee the achievement of that goal.

### How much does the GLWB cost?

While the Contract is in force, we will calculate and deduct a Guarantee Benefit Fee from the Covered Fund Value on a monthly basis. It will be paid by redeeming the number of shares/units of the Covered Fund equal to the Guarantee Benefit Fee. The Guarantee Benefit Fee is calculated as a specified percentage of the Covered Fund Value at the time the Guarantee Benefit Fee is calculated. We reserve the right to change the frequency of the deduction, but will notify the Contract Owner (the Plan Sponsor or trustee) in writing at least thirty (30) days prior to the change. Because the Benefit Base may not exceed \$5,000,000, we will not charge the Guarantee Benefit Fee on an amount of the Covered Fund Value that exceeds \$5,000,000.

The Guarantee Benefit Fee compensates us for the costs and risks we assume for providing the GLWB (including marketing, administration, and profit). If we do not receive the Guarantee Benefit Fee (except during the Settlement Phase), including as a result of the failure of your Plan Sponsor to submit it to us, the Contract will terminate as of the date that the fee is due. We will not provide you with notice prior to termination of the Contract and we will not refund the Guarantee Benefit Fee upon termination of the Contract.

The guaranteed maximum, guaranteed minimum, and current Guarantee Benefit Fee we can charge for the GLWB is shown below.

- The maximum Guarantee Benefit Fee, as a percentage of the Covered Fund Value, on an annual basis, is 1.5%.
- The minimum Guarantee Benefit Fee, as a percentage of the Covered Fund Value, on an annual basis, is 0.70%.
- The current Guarantee Benefit Fee, as a percentage of the Covered Fund Value, on an annual basis, is 0.90%.

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*We may change the current Guarantee Benefit Fee at any time within the minimum and maximum range described above upon thirty (30) days prior written notice to you.*

The Guarantee Benefit Fee is in addition to any charges that are imposed in connection with advisory, custodial and other services, and charges imposed by the Covered Funds. Because the Covered Funds are offered by our affiliated companies, we may benefit indirectly from the charges imposed by the Covered Funds. Premium taxes may be applicable in certain states. Premium tax applicability and rates vary by state and may change. We reserve the right to deduct any such tax from premium when received.

#### **How do you elect the GLWB?**

You are required to elect the GLWB in connection with your allocation of some or all of your Account with the Covered Fund(s). However, the actual date of election of the GLWB will depend on which Covered Fund shares you choose. For the Great-West SecureFoundation® Lifetime Funds and the Great-West SecureFoundation® Lifetime Trusts, you will not be deemed to have actually elected the GLWB until the first business day of the year that is ten years prior to the date in the name of the fund and do not pay the Guaranteed Benefit Fee until the election is made. There is no minimum initial investment. You may allocate any amount to any Covered Fund. However, your Benefit Base is limited to \$5,000,000. The GLWB may only be elected by Plan Participants in Retirement Plans that offer the Covered Funds.

#### **Can you cancel the GLWB?**

You may cancel the GLWB by causing the Covered Fund Value or the Benefit Base of each Covered Fund to be reduced to zero prior to the Settlement Phase due to one or more Excess Withdrawals or by failing to pay the Guarantee Benefit Fee. We will not return any portion of the Guarantee Benefit Fee that has been collected.

#### **What are the principal risks of the GLWB?**

There are a number of risks associated with the GLWB as described below:

- If the Plan Sponsor selects a new record keeper, you may lose the GLWB.
- The Plan Sponsor may elect to cancel the Contract at any time or remove the Covered Funds from the Retirement Plan's investment options. If the Plan Sponsor takes either of these actions, you will lose the GLWB.
- Your Plan may not offer all necessary features for you to benefit from the GLWB. If your Plan does not offer all of the features or removes any features necessary for you to receive the benefit of the GLWB, you may not fully benefit from the GLWB and may not be able to begin GAWs.
- You may die before receiving payments from us or may not live long enough to receive enough income to exceed the amount of the Guarantee Benefit Fees paid.
- The Covered Funds may perform well enough so that you may not need the GLWB.
- You may need to make Excess Withdrawals, which have the potential to substantially reduce or even terminate the benefits provided by the GLWB. We are not required to warn you of Excess Withdrawals or other actions with adverse consequences.
- You may choose to cancel the GLWB prior to a severe market downturn.
- You might not begin making GAWs at the most financially beneficial time.
- If you move to another Retirement Plan record keeper or to an IRA that does not offer the GLWB, you may never receive any benefits.
- The deduction of the Guarantee Benefit Fee each month, while not affecting the performance of the Covered Funds, will negatively affect the growth of the Covered Fund Value.
- If the Covered Fund that you invest in becomes ineligible for the GLWB, you will be forced to Transfer the Covered Fund Value to another Covered Fund. In the event that all Covered Funds become ineligible at our direction or are liquidated by the fund company, we will designate a new fund as a Covered Fund. The new Covered Fund may have higher fees and charges and different investment objectives/strategies than the ineligible Covered Fund.
- The Plan Sponsor may terminate the Contract upon 75 days written notice to Great-West. If the Plan Sponsor terminates the Contract, then all benefits, rights, and privileges provided by the Contract, including without limitation, the GLWB, shall terminate.
- We may terminate the Contract upon 75 days (up to 90 days for certain plans that have at least \$250 million in plan assets) written notice to the Plan Sponsor. If we terminate the Contract, such termination will not adversely affect your rights, except that we will not permit additional Contract Contributions to the Covered Fund(s). However, we will accept reinvested dividends and capital gains.
- Any payments we are required to make under the GLWB will depend on our long-term ability to make such payments. The Covered Funds do not make payments under the GLWB.
- The Contract is not registered with the Securities and Exchange Commission or any state securities administrator.

In no instance will the Guarantee Benefit Fee be refunded.

#### **What is an example of the GLWB?**

##### **A note about the example:**

- All Contract Contributions are assumed to be at the end of the year and occur immediately before the next Ratchet Date.
- All withdrawals are assumed to be at the beginning of the year and occur on the Ratchet Date.
- You are assumed to be fully vested.
- All positive investment performance of the Covered Fund is assumed to be net of investment management fees.
- In the example, you have access to the Covered Fund Value until it is depleted:
  - If you die before the Covered Fund Value is depleted, the remaining Covered Fund Value would be available to your Beneficiary.
  - If you need to take a withdrawal in excess of the GAW, you may take up to the Covered Fund Value, which will be considered an Excess Withdrawal.

Assume you elect the GLWB at age 55 and start taking GAWs in annual Installments at age 65. Also, assume that the Covered Fund Value (net of investment management fees) increases by 5% in years 1 through 7, decreases by 10% in years 8 through 11, and increases by 5% thereafter.

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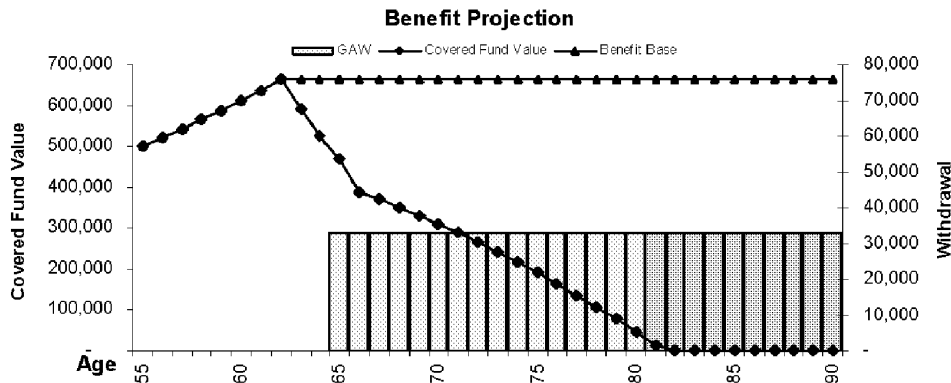
**This does not constitute an offering in any jurisdiction in which such offering may not be lawfully made.**

**Details:**

- Sole Covered Person
- Initial Covered Fund Value: \$500,000
- GAW Percent: 5%
- Guarantee Benefit Fee: 0.90%
- Changes in Covered Fund Value (net of investment management fees):
  - Years 1 through 7: 5%, Years 8 through 11: -10%, Years 12+: 5%

**Result:**

- Positive Covered Fund performance through year 7 results in a Covered Fund Value of \$662,407 on the Ratchet Date.
- The Benefit Base Ratchets to \$662,407.
- Covered Fund Value at the beginning of year 10 is \$468,552, but GAWs are based on the Benefit Base, which is \$662,407.
  - GAWs are  $\$662,407 \times 5\% = \$33,120$ .
- You annually withdraw \$33,120 from the Covered Fund until about age 81 when the Covered Fund is depleted:
  - At age 81, the Covered Fund Value is \$13,326.
  - The GAW results in the withdrawal of the \$13,326 which depletes the Covered Fund and you are now in Settlement Phase. We provide the remaining \$19,794 necessary to make the Installment \$33,120.
- We continue to pay Installments of \$33,120 each year for your life.

**Illustration:****Is the GLWB right for you?**

The GLWB may be right for you if you believe that you may outlive your retirement investments or are concerned about market risk. If you believe that your retirement investments will be sufficient to provide for your retirement expenses regardless of market performance or your lifespan, then the GLWB may not be right for you.

The GLWB does not protect the actual value of your investments in your Retirement Plan or guarantee the Covered Fund Value. For example, if you invest \$500,000 in a Covered Fund, and your Covered Fund Value has dropped to \$400,000 on the Initial Installment Date, we are not required to add \$100,000 to your Covered Fund Value. Instead, the GLWB guarantees that when you reach the Initial Installment Date, you may begin GAWs based upon a Benefit Base of \$500,000, rather than \$400,000 (so long as specified conditions are met).

The GAWs are made from your own investment. We start using our money to make Installments to you only if your Covered Fund Value is reduced to zero due to Covered Fund performance, the Guarantee Benefit Fee, certain other fees that are not directly associated with the GLWB, and/or GAWs. We limit our risk under the GLWB in this regard by limiting the amount you may withdraw each year to your GAWs. If you need to take Excess Withdrawals, you may not receive the full benefit of the GLWB.

If the return on your Covered Fund Value over time is sufficient to generate gains that can sustain constant GAWs, then the GLWB would not have provided any financial gain to you. Conversely, if the return on your Covered Fund Value over time is not sufficient to generate gains that can sustain constant GAWs, then the GLWB would be beneficial to you. You should consider the payment of the Guarantee Benefit Fee (which is in addition to any fee paid for the Covered Fund) relative to the benefits and features of the GLWB, your risk tolerance, and proximity to retirement.

The Covered Funds are managed by an investment adviser that is affiliated with us, which may have an incentive to manage the Covered Funds in a way to reduce volatility in order to lower the amounts that we may have to pay under the Contract. This may also have the effect of lowering the returns of the Covered Funds. In addition, each of the Covered Funds is a fund of funds, for which you will pay fees at both fund levels, which will reduce your investment return.

You should discuss your investment strategy and risk tolerance with your financial advisor before purchasing the GLWB.

**How is the Contract sold?**

GWFS Equities, Inc. serves as a marketing agent for the Contract. GWFS Equities is registered as a broker-dealer with the Securities and Exchange Commission, as well as with the securities administrators in the states in which it operates, and is a member of the Financial Industry Regulatory Authority ("FINRA"). GWFS Equities may enter into selling agreements with unaffiliated broker-dealers to sell the Contract. At times, GWFS Equities may make cash and non-cash payments to selling firms for certain expenses. We do not pay commissions to GWFS Equities or to the unaffiliated broker-dealers in connection with the sale or solicitation of the Contract. GWFS Equities and its affiliates may receive payments from affiliates of the selling firms that are unrelated to the sale of the Contract.

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GWFS Equities makes the Contract available through both affiliated and unaffiliated registered representatives who are registered with FINRA and with the states in which they do business. These registered representatives are also licensed as insurance agents in the states in which they do business and are appointed with us. We may provide non-cash compensation in the form of training and education programs to registered representatives of GWFS Equities who sell the Contract as well as registered representatives of unaffiliated broker-dealers. Registered representatives of GWFS Equities also sell other insurance products that we offer and may receive certain non-cash items, such as conferences, trips, prizes and awards under non-cash incentive compensation programs pertaining to those products. None of the items are directly attributable to the sale or solicitation of the Contract. Such compensation will not be conditioned upon achievement of a sales target. Finally, we and GWFS Equities may provide small gifts and occasional entertainment to registered representatives with GWFS Equities or other selling firms in circumstances in which such items are not preconditioned on achievement of sales targets.

**What are the tax and ERISA considerations of electing the GLWB?**

The GLWB is novel and innovative. While no definitive determinations have been issued to date, we understand that the Internal Revenue Service and the U.S. Department of Labor may be considering tax and ERISA issues associated with products similar to the GLWB. **Under the circumstances, you should consult your legal counsel or tax advisor on the considerations of including the GLWB in your plan's investment options or electing the GLWB.**

**Can I rollover my GLWB to an IRA?**

If the Great-West SecureFoundation® Group Fixed Deferred Annuity Certificate (or individual contract in certain states) that we issue in connection with IRAs (the "Certificate") has been approved in your state of residence and you are eligible and permitted by the terms of your Retirement Plan documents, you may rollover the proceeds of your tax deferred Retirement Plan, including the GLWB, to your IRA. To preserve the GLWB in your rollover, your IRA provider must offer one or more of the Covered Funds and the Certificate. If your rollover is from a tax-deferred Retirement Plan and you have previously elected the GLWB as part of your investments in your tax-deferred Retirement Plan, your new Benefit Base may be equal to your Benefit Base as it existed under your prior tax-deferred Retirement Plan immediately prior to your rollover. Your new Benefit Base after the rollover to the IRA will equal the Benefit Base you had under your tax-deferred Retirement Plan only if you: (a) invest the rollover or transfer proceeds covered by the GLWB immediately prior to distribution from the tax-deferred Retirement Plan in the Covered Fund(s); (b) invest in a Covered Fund approved by Great-West as described in the prospectus for the Certificate, unless the GLWB is in Settlement Phase; and (c) you Request the restoration of the Benefit Base as it existed under your tax-deferred Retirement Plan. To maintain the same Benefit Base, you must be in the same phase (i.e., Accumulation Phase, GAW phase, or Settlement Phase) that you were in at the time of the rollover or transfer after the rollover or transfer is complete. If you do not meet these requirements, a new Benefit Base will be established that is equal to your Covered Fund Value as of the date of the rollover and your Guarantee Benefit fee will be calculated as a percentage of your Covered Fund Value.

Your new Covered Fund Value after the IRA rollover will initially equal the Covered Fund Value as of the date of the rollover. We will calculate your Guarantee Benefit Fee as a specified percentage of your Covered Fund Value. The prospectus for the Certificate contains more information about the Certificate and rollovers.

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