State of Alabama Deferred Compensation Plan

Introduction to Great-West Retirement Services® and Upcoming Transition

State of Alabama Deferred Compensation Plan

Laying the Path to Retirement

Faculty

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Agenda

- Why change?
- Great-West Retirement Services® (Great-West)
- Improved online services
- Your investment options
- Reality Investing® Advisory Services (Advisory Services)
- Plan highlights
- Important dates

Why the Change?

- Ongoing effort to improve Deferred Compensation Plan services
- Opportunity for plan enhancements

Retirement Services

- A leading provider in governmental plans
- Chosen by the State of Alabama to provide administrative, education and communication services
  - Business unit of Great-West Life & Annuity Insurance Company

Retirement Services

- Serves approximately 3.7 million participants as of December 31, 2008
- Less than 1% of parent company's holdings in recently bailed out companies
- Recordkeeper for 14 out 50 state plans as of September 30, 2009

Who is Great-West?

Reaffirmed:

Jan 2009	A+	**A.M. Best Company, Inc.** Financial strength, operating performance and business profile (Superior—highest of 10 categories)
April 2009	AA+	**Fitch Ratings** Financial strength (Very strong—second highest of 9 categories)
Feb 2009	Aa3	**Moody's Investors Service** Financial strength (Excellent—second highest of 9 categories)
Dec 2008	AA	**Standard & Poor's Ratings Services** Financial strength (Very strong—second highest of 9 categories)

Current ratings in effect since July 2003

Great-West Life & Annuity Insurance Company ratings do not pertain to the investment performance of the underlying funds. Ratings subject to change. These ratings represent only the opinion of the rating agencies offering them, rather than of the State.

What This Means to You

- **Fully transactional custom Web site and KeyTalk® voice response system available 24/7[1]**
- **User-friendly account management tools**
- **Online and printed educational services**

1 Access to KeyTalk and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons.

What This Means to You

- **Advisory Services**
- **Fully staffed customer support and dedicated representatives for the State**

Account Service Tools

- **Log on to www.AlabamaRetire.com to**
  - **View your account balance & history**
  - **Review and change investment elections**
  - **View quarterly personalized rate of return**

Account Service Tools

- **Transfer among funds[2]**
- **Obtain investment option information**
- **Add/update your beneficiary designation**

2 Transfer requests made via the Web site or KeyTalk received on business days prior to close of the New York Stock Exchange (3:00 p.m. Central 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.

Account Service Tools

- **Use financial calculators and retirement planning tools**
- **Review investment education and retirement planning information**

Account Service Tools

- **Call KeyTalk at 1-877-313-2262 to**
  - **Review your investment allocations**
  - **Obtain your account balance and other account information**
  - **Transfer among funds[2]**

2 Transfer requests made via the Web site or KeyTalk received on business days prior to close of the New York Stock Exchange (3:00 p.m. Central 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.

Account Service Tools

- **Obtain daily share prices of your investment options**
- **Access live client service support from 8:00 a.m. to 7:00 p.m. CT, Monday through Friday**

Account Service Tools

- **Educational Programs**
  - **Seminar topics: investment fundamentals, asset allocation and more**
  - **On-site seminars***
  - **Tools and resources available on www.AlabamaRetire.com**

*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 adviser as needed.

Investment Options

- **Enhanced fund lineup**
- **Each investment option has varying fund operating expenses**
- **Variety of investment asset classes, from a fixed fund to international stocks**

Investment Options

Asset Class	Existing Option	New Option	Ticker
Stable/Fixed	Alabama Fixed Account	AlabamaRetire Stable Value Account	N/A
	Nationwide Money Market Fund		
Large Value	Van Kampen Growth and Income	BlackRock Equity Dividend A	MDDVX
Large Growth	American Funds Growth Fund of Amer	American Funds Growth Fund of America R3	RGACX
	T. Rowe Price Growth Stock		

Investment Options

Asset Class	Existing Option	New Option	Ticker
Large Blend	American Century Equity Growth	Davis NY Venture A	NYVTX
	Davis NY Venture		
	Neuberger Berman Socially Resp		
	State Street Equity 500 Index	Columbia Large Cap Index Z	NINDX
Intermediate Term Bond[3]	PIMCO Total Return	PIMCO Total Return A	PTTAX
	N/A	Barclays Global Investors Bond Index	WFBIX
Intermediate Govt	N/A	Black Rock GNMA Svc	BGPSX

3 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 Options

Asset Class	Existing Option	New Option	Ticker
High Yield Bond[4]	Goldman Sachs High Yield	JPMorgan High Yield Select	OHYFX
Long-Term Bond[3]	N/A	Calvert Long-Term Income	CLDAX
Long Govt	N/A	Wasatch-Hoisington U.S. Treasury	WHOSX

4 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.

Investment Options

Asset Class	Existing Option	New Option	Ticker
Target Date	Nationwide Inv Dest Cnsrv	Maxim Lifetime 2015 II T	N/A
	Nationwide Inv Dest Mod	Maxim Lifetime 2025 II T	N/A
	Nationwide Inv Dest Mod Cnsrv		
	American Funds Inc Fund of Amer		
	Nationwide Inv Destinations Mod Agrsv	Maxim Lifetime 2035 II T	N/A
	Nationwide Inv Destinations Agrsv	Maxim Lifetime 2045 II T	N/A
	N/A	Maxim Lifetime 2055 II T	N/A

Investment Options

Asset Class	Existing Option	New Option	Ticker
Mid Cap Value[5]	Goldman Sachs Mid Cap Value	RiverSource Mid Cap Value R3	RMCRX
Mid Cap Blend[5]	N/A	AIM Mid Cap Core Equity A	GTAGX
	Dreyfus MidCap Index	Columbia Mid Cap Index Z	NMPAX
Mid Cap Growth[5]	JPMorgan Mid Cap Growth	William Blair Small-Mid Cap Growth N	WSMNX

5 Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.

Investment Options

Asset Class	Existing Option	New Option	Ticker
Small Cap Value[6]	DWS Dreman Small Cap Value	Target Small Capitalization Value T	TASVX
Small Cap Blend[6]	Neuberger Berman Genesis	Neuberger Berman Genesis Tr	NBGEX
	N/A	Columbia Small Cap Index Z	NMSCX
Small Cap Growth[6]	William Blair Small Cap Growth	Sentinel Small Company A	SAGWX

6 Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.

Investment Options

Asset Class	Existing Option	New Option	Ticker
Foreign Large Blend[7]	American Funds EuroPacific Gr	American Funds EuroPacific Gr R3	RERCX
	Oppenheimer Global		
	American Century Intl Discovery		
	N/A	TIAA-CREF Intl Equity Idx Retire	TRIEX
Foreign Large Value[7]	Alliance Bern Intl Val	Harbor International Adm	HRINX

7 Foreign investments involve special risks, including currency fluctuations and political developments.

Prospectus

Please consider a fund's or other investment alternative's investment objectives, risks, fees and expenses carefully before you decide to direct investment. For this and other important information, you may obtain prospectuses for mutual funds, the Stable Value Account's annuity contract, and further disclosure documents from your GWFS Equities, Inc. registered representative. Read them carefully before you decide to direct investment.

You may request a prospectus for any of the funds by calling KeyTalk at 1-877-313-2262 or by logging in to your account on www.AlabamaRetire.com.

Advisory Services

- **Helps you achieve your retirement savings goal by determining**
  - **What you have today**
  - **What you will need in the future**
  - **An individual strategy**
    - **Savings rate**
    - **Retirement age**
    - **Investment allocation**

Advisory Services

- **Advised Assets Group, LLC (AAG) partnering with Ibbotson Associates**
- **There is no guarantee that participation in Advisory Services will result in a profit or that your account will outperform a self-managed portfolio**

Advisory Services

Do-It-Myself Investor℠	**Help-Me-Do-It Investor℠**	**Do-It-For-Me Investor℠**
•Fund fact sheets •Group and one-on-one meetings •Online calculators •Newspapers, periodicals • Internet	•Online Guidance and Advice •Internet	•Managed Account Automation features –Set it and leave it style
Online Guidance: Free	Online Guidance: Free Online Advice: $6.25 per quarter	Managed Account (annual fee) < $100,000 0.60% Next $150,000 0.50% Next $150,000 0.40% > $400,000 0.30%

6 Fee scales for larger account balance.

Plan Highlights

- **Eligibility requirements**
- **Your contributions**
- **Rollovers**
- **Withdrawals**
- **Fees**

Key Dates to Remember

- **Until <u>Dec. 7, 2009</u>, at 3:00 p.m. CT you may**
  - **Make allocation changes**
  - **Make transfers**
  - **Request a distribution**
  - **Make all other account changes**

Key Dates to Remember

- **Blackout period: <u>Dec. 7, 2009</u>, 3:00 p.m. CT, through the <u>week of Dec. 21, 2009</u>**
- **<u>Dec. 15, 2009</u>: Great-West becomes recordkeeper for your account**

Key Dates to Remember

- Week of Dec. 21, 2009: You have full access to your account
  - Transfer among investment options
  - Redirect allocations

What Do I Need to Do?

- If you are already enrolled in the plan, your account will be transferred to Great-West at no charge to you
  - The investment options in your account will be mapped according to your investment selection
  - Your current salary deferral amount remains the same

What Do I Need to Do?

- You will need to update your beneficiary designation on the web site or by completing a Beneficiary Designation form
- If you are currently not participating, now is a good time to start!
  - Complete the Enrollment, Salary Deferral Agreement and Beneficiary Designation forms

Questions?

- Securities, when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.
- Investment options offered through mutual funds and a group fixed and variable deferred annuity contract issued by Great-West Life & Annuity Insurance Company.

Questions?

- Great-West Retirement Services® refers to products and services provided by 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. Nationwide and Great-West Retirement Services are separate and unaffiliated. Maxim Series Fund is an affiliate of Great-West Life & Annuity Insurance Company and their subsidiaries and affiliates. The principal underwriter of Maxim Series Fund, Inc. is GWFS Equities, Inc., an affiliate of Maxim Series Fund, Inc. Maxim Series Fund, Inc. and GWFS Equities, Inc. are subsidiaries of Great-West Life & Annuity Insurance Company.

Questions?

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