

Enrollment Guide

Empyrean Services LLC 401(k) Plan



Are You Ready For A Bright Financial Future?

Making the decision to enroll in your workplace retirement plan is a great start. Enrolling is the most important step in your journey to retirement readiness. And this guide puts you on the right path quickly and easily.

Before you enroll, it's a good idea to review all of the information in this guide in order to make decisions that meet your individual needs:

- **Plan Features and Highlights** – Provides specific information about your plan's features
- **Forms** – All of the paperwork you need to enroll successfully
- **Fund Information** – Includes fund objectives and risk levels
- **Fund Performance and Fees** – Shows asset class categories, fund returns over time, and any fund fees.

Once you have learned about your plan and are ready to enroll, follow these two simple steps.

Step 1: **Complete the Participant Enrollment Form**

To access the Participant Enrollment Form, turn to the first page after the tab in this booklet. You will need to provide the following information:

- **Personal Information** – Provide your name, address, Social Security number, date of birth, etc.
- **Contribution Amount** – Contribute more today to potentially have more for your future
- **Fund Choices** – Build a diversified portfolio based on your retirement goals¹

Step 2: **Select Your Beneficiary**

Here is the information you'll need to provide when choosing your beneficiaries:

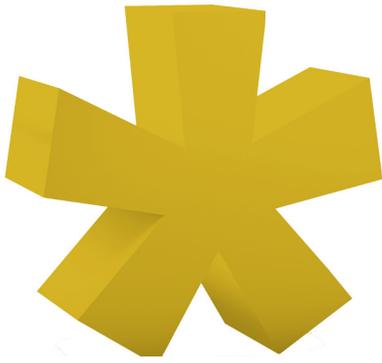
- Your personal information
- Personal information for your primary beneficiary
- Personal information for your contingent beneficiary (if applicable)

Note: If you don't have all the necessary information for your beneficiaries at this time, you can still enroll, but you should choose your beneficiaries as soon as possible once you have the information needed.



Read the information provided in this booklet regarding your investment options to help you build a diversified portfolio.¹ Once you've made your investment selections, assign a percentage of your contribution amount to each of your investment choices by entering a percentage between 1% and 100% next to your investment choice(s) on the form. Your choices must total 100%.

¹ Diversification does not ensure a profit and does not protect against loss in declining markets.



Special Feature

Take advantage of Empower Retirement Advisory Services (Advisory Services) provided by Advised Assets Group, LLC (AAG), a registered investment adviser². It includes a personalized, professionally managed account service that:

- Constructs a portfolio based on your specific goals and adjusts as you approach retirement or provide additional information when your financial picture changes
- Provides you access to discuss your strategy with a professional team of investment adviser representatives

Advisory Services also offers Online Investment Advice and Online Investment Guidance. Once your account's registered, you can find additional information regarding any fees related to Advisory Services online.

There is no guarantee that participation in any of the advisory services will result in a profit or that the account will outperform a self-managed portfolio invested without assistance.

Quick Tip

Get the most out of this valuable employer-provided benefit with a higher contribution amount. The more you save today means potentially more for your future. Get the retirement income you want and deserve so you can continue your current lifestyle when you're retired by contributing as much as you can.



Important Reminder

Let us know if you have assets from a previous employer's plan or an IRA. If your employer allows rollovers, we can help you roll that money into your current plan for a simplified, one-stop retirement planning strategy.

You are encouraged to discuss rolling money from one account to another with your financial advisor/planner and to consider any potential fees and/or limitations of available investment options.



For More Information

Visit

www.empower-retirement.com/participant

Call

(800) 338-4015

Remember:

You can make changes to your plan at any time by visiting
www.empower-retirement.com/participant.

² Empower Retirement Advisory Services offered by Advised Assets Group, LLC, a registered investment adviser and wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Representatives of Empower Retirement do not offer or provide investment, fiduciary, financial, legal or tax advice or act in a fiduciary capacity for any client unless explicitly described in writing. Please consult with your investment advisor, attorney and/or tax advisor as needed. AM#125375-0317

Empyrean Services LLC 401(k) Plan Features and Highlights

Read these highlights to learn more about your Plan. If there are any discrepancies between this document and the Plan Document, the Plan Document will govern.

About the 401(k) Plan

A 401(k) plan is a retirement savings plan designed to allow eligible employees to supplement any existing retirement and pension benefits by saving and investing through a voluntary salary contribution. Contributions and any earnings on contributions are tax-deferred until money is withdrawn.

Eligibility Requirements

Employee Before Tax

To enroll in the Plan, employees must meet the following criteria:

- Age 21 or older
- No service requirement

Eligible employees may enroll immediately.

Profit Sharing

To enroll in the Plan, employees must meet the following criteria:

- Age 21 or older
- No service requirement

Eligible employees may enroll immediately.

Please contact your Plan Administrator for information regarding excluded employees.

Enrollment

You may enroll by completing an Enrollment form and returning it to your Plan Administrator.

Contribution Limits

Before-tax Contributions

In 2017, the before-tax contribution amount is between 1% and 100% of your compensation or \$18,000.00, whichever is less.

Participants turning age 50 or older in 2017, may contribute an additional \$6,000.00.

Roth Contributions

The Roth option will give you the flexibility to designate all or part of your 401(k) elective deferrals as Roth contributions.

Roth contributions are made with after-tax dollars, as opposed to the pre-tax dollars you contribute to a traditional 401(k). In other words, with the Roth option, you've already paid taxes on money you contribute. With the traditional 401(k), your contribution is made on a pre-tax basis and you pay taxes only when you take a distribution.

Employer Contributions

Profit Sharing

Your Plan may provide for a profit sharing contribution in an amount to be determined by your employer.

To be eligible for the profit sharing contribution into the Plan, employees must meet the following criteria:

- Employed on the last day of the Plan year

Vesting Schedule

Vesting refers to the percentage of your account you are entitled to receive upon the occurrence of a distributable event. The value of your contributions to the Plan and any earnings they generate are always 100% vested (including rollovers from previous employers).

The value of employer profit-sharing contributions to the Plan, and any earnings they generate, are vested as follows:

Years of Service	Vested Percentage of Employer Contributions
0 - 2 Year(s)	0%
2 - 3 Year(s)	20%
3 - 4 Year(s)	40%
4 - 5 Year(s)	60%
5 - 6 Year(s)	80%
6 Years and over	100%

Investment Options¹

A wide array of core investment options are available through your Plan. Each option is explained in further detail in your Plan's fund sheets. Once you have enrolled, investment option information is also available through the Web site at www.empower-retirement.com/participant or call the Voice Response System toll free at 1-800-338-4015. The Web site and the Voice Response System are available to you 24 hours a day, 7 days a week.²

¹All information contained on the Web site, in prospectuses and other investment option documents is offered in English. Please have this information translated for your understanding.

²Access to the Voice Response System and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades and maintenance, or other reasons. The account owner is responsible for keeping the assigned PIN confidential. Please contact a client service representative immediately if you suspect any unauthorized use.

Transfers and Allocation Changes

Use your Personal Identification Number (PIN) and Username to access the Web site or you can use your Social Security number and PIN to access the Voice Response System. You can move all or a portion of your existing balances between investment options (subject to Plan rules) and change how your payroll contributions are invested.

Rollovers

Only Plan Administrator approved balances from an eligible governmental 457(b), 401(k), 403(b) or 401(a) plan or an Individual Retirement Account (IRA) may be rolled over to the Plan. Some plans may only allow rollovers from other 401(k) plans. Distributions you receive prior to age 59 1/2 may be subject to the 10% early withdrawal federal tax penalty.

Withdrawals

Qualifying distribution events are as follows:

- Retirement
- Permanent disability
- Financial hardship (as defined by the Internal Revenue Code and your Plan's provisions)
- Severance of employment (as defined by the Internal Revenue Code provisions)
- Attainment of age 59 1/2
- Death (your beneficiary receives your benefits)

Traditional Accounts and Matching Contributions

Ordinary income tax will apply to each distribution. Distributions received prior to age 59 1/2 may also be assessed a 10% early withdrawal federal tax penalty. Refer to your Summary Plan Description for more information about distributions.

Plan Fees

Recordkeeping or Administrative Fees

There is a quarterly Asset Based fee of 0.1625% that is calculated and deducted quarterly.

Distribution Fees

The benefit disbursement fee is \$50.00.

Investment Option Fees

Each investment option has an investment management fee that varies by investment option. These fees are deducted by each investment option's management company before the daily price or performance is calculated. Fees pay for trading of securities within the investment option and other management expenses.

Funds may impose redemption fees on certain transfers, redemptions or exchanges.

Loans

Your Plan allows you to borrow the lesser of \$50,000.00 or 50% of your total vested account balance. The minimum loan amount is \$1000.00 and you have up to 60 months to repay your general purpose loan.

There is also a \$75.00 origination fee for each loan, plus an ongoing annual \$50.00 fee.

Empower Retirement Advisory Services

Your Plan offers a service called Empower Retirement. You can have Advised Assets Group, LLC (AAG), a federally registered investment advisor, manage your retirement account for you. Or, if you prefer to manage your retirement account on your own, you can use online investment guidance and advice tools. These services help create a personalized retirement strategy for you.

For more detailed information on the managed account service, including fees, please see the Managed Accounts Agreement attached to the Enrollment form. For more detailed information about the other services, including any applicable fees, visit your Plan's Web site at www.empower-retirement.com/participant (click on the "Empower Retirement" tab) or call the Voice Response System, toll free at 1-800-338-4015 to speak to an AAG advisor representative.

How do I get more information?

Visit the Web site at www.empower-retirement.com/participant or call the Voice Response System, toll free at 1-800-338-4015 for more information. The Web site provides information regarding your Plan, as well as financial education information, financial calculators and other tools to help you manage your account.

Securities, when offered, are offered through GWFS Equities, Inc. and/or other broker dealers. GWFS Equities, Inc. is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company and an affiliate of FASCore, LLC (FASCore Administrators, LLC in California) and Great-West Life & Annuity Insurance Company of New York, New York, New York. Empower Retirement refers to products and services provided by Great-West Life & Annuity Insurance Company, FASCore, LLC (FASCore Administrators, LLC in California), Great-West Life & Annuity Insurance Company of New York, New York, New York and their subsidiaries and affiliates. Great-West Life & Annuity Insurance Company is not licensed to conduct business in New York. Insurance products and related services are sold in New York by its subsidiary, Great-West Life & Annuity Insurance Company of New York. Other products and services may be sold in New York by FASCore, LLC.

Managed account, guidance and advice services are offered by Advised Assets Group, LLC (AAG), a federally registered investment adviser and wholly owned subsidiary of Great-West Life & Annuity Insurance Company. 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.

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**Participant Enrollment
401(k) Plan**

Empyrean Services LLC 401(k) Plan

501083-01

Participant Information

Last Name	First Name	MI
Mailing Address		
City	State	Zip Code
()	()	
Home Phone	Work Phone	

Social Security Number					
E-Mail Address					
Mo	Day	Year	<input type="checkbox"/> Female	<input type="checkbox"/> Male	
Date of Birth			<input type="checkbox"/> Married	<input type="checkbox"/> Unmarried	
Annual Income					

Check box if you prefer to receive quarterly account statements in Spanish.

Do you have a retirement savings account with a previous employer or an IRA? Yes No

Would you like help consolidating your other retirement accounts into your account with Empower Retirement? Yes, I would like a representative to call me at phone # _____ to review my options and assist me with the process. The best time to call is _____ to _____ A.M./P.M. (circle one - available 8:00 A.M. to 6:00 P.M. MST). *Rollovers are subject to your Plan's provisions.

Payroll Information

- I elect to contribute \$ _____ or _____% (\$1.00 - \$18,000.00 or 1% - 100%) per pay period of my compensation as before-tax contributions to the 401(k) Plan until such time as I revoke or amend my election.
 - I elect to contribute \$ _____ or _____% (\$1.00 - \$18,000.00 or 1% - 100%) per pay period of my compensation after-tax as a designated Roth contribution to the 401(k) Plan until such time as I revoke or amend my election.
- Note: The total of your before-tax and Roth deferrals cannot exceed 100% or \$18,000.00. Your before-tax and Roth deferrals must be specified consistently (both as a percent or both as a dollar amount). If I am 50 years of age or older and I am eligible for a catch-up contribution, I understand I may exceed this total.
- I decline to make contributions to the Plan at this time.

Payroll Effective Date:

Mo	Day	Year
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Date of Hire:

Mo	Day	Year
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Age 50 Catch-Up Election

- I elect to contribute \$ _____ or _____% per pay period of my compensation as before-tax contributions to the 401(k) Plan as additional Age 50 Catch-Up of my eligible compensation.
- I elect to contribute \$ _____ or _____% per pay period of my compensation after-tax as a designated Roth contribution to the 401(k) Plan as additional Age 50 Catch-Up of my eligible compensation.

The total before-tax and Roth Age 50 Catch-Up amount cannot exceed \$6,000.00 of my eligible compensation in the 2017 tax year. I must be age 50 or older during this calendar year and I must be currently deferring the maximum amount allowable under the Internal Revenue Code and applicable regulations and/or my Plan. If I stop my deferrals and/or do not defer the maximum amount during this calendar year, the Age 50 Catch-Up amount I have elected to contribute will not be considered a Catch-Up deferral. The Catch-Up contributions will be allocated in the same manner as my regular contributions.

To be completed by Human Resources

Division Name _____

Division Number _____

Last Name

First Name

M.I.

Social Security Number

Number

Managed Accounts Service Information

The Managed Accounts Service provided by Advised Assets Group, LLC ("AAG") will automatically direct your investment election for future contributions and will rebalance your account quarterly, if necessary. This election will be effective the day of receipt if received in good order by Service Provider prior to New York Stock Exchange market close. Any request received after New York Stock Exchange market close will be considered received the next business day. By electing the Managed Accounts Service, I agree to the fees associated with this service and understand the fee will be deducted from my account on a quarterly basis in accordance with the attached Managed Accounts Agreement. If you prefer to make your own investment decisions and not participate in this service, simply select the Select My Own Investment Options box and enter your investment instructions in the Investment Option Information section.

Managed Accounts Service:

By checking this box, I elect to have my account professionally managed by Advised Assets Group, LLC ("AAG") until such time as I revoke or amend my election.

- OR -

Select My Own Investment Options:

- I elect to direct my own investments. By declining the Managed Accounts Service, I agree to, understand and acknowledge the following:
1. I had the opportunity to have an investment expert, Advised Assets Group, LLC ("AAG"), make investment decisions on my behalf and I chose not to accept this option.
 2. I am required to direct all the investments of my accounts (current balance, future contributions and rollover monies) in this Plan by completing the investment election in the Investment Option Information section.
 3. I take full responsibility for my own investment elections.
 4. I have received and reviewed the information in my enrollment kit about my investment choices and have had an opportunity to freely choose how my accounts are invested. I further understand and agree that my employer and other Plan fiduciaries will not be liable for the results of my personal investment decisions.

Make your investment election for future deposits in the Investment Option Information section.

Do not complete this section if you are electing to enroll in the Managed Accounts Service.

Investment Option Information (applies to all contributions) - Please refer to your enrollment packet for investment descriptions.

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.

See below for Participation Agreement and Required Signatures

INVESTMENT OPTION			INVESTMENT OPTION		
NAME	TICKER CODE	%	NAME	TICKER CODE	%
Great-West Lifetime 2015 Fund T1.....	MXLZX MX15A1	_____	MFS Technology R3.....	MTCHX MTCHX	_____
Great-West Lifetime 2020 Fund T1.....	MXAHX MX20A1	_____	Great-West S&P SmallCap 600 Index Fund I....	MXISX MXIN6	_____
Great-West Lifetime 2025 Fund T1.....	MXFLX MX25A1	_____	Janus Venture S.....	JVTSX JVTSX	_____
Great-West Lifetime 2030 Fund T1.....	MXAUX MX30A1	_____	Undiscovered Mgrs Behavioral Value A.....	UBVAX UBVAX	_____
Great-West Lifetime 2035 Fund T1.....	MXLLX MX35A1	_____	Great-West S&P Mid Cap 400 Index Fund I....	MXMDX MXMDX	_____
Great-West Lifetime 2040 Fund T1.....	MXBEX MX40A1	_____	Janus Enterprise S.....	JGRTX JGRTX1	_____
Great-West Lifetime 2045 Fund T1.....	MXRLX MX45A1	_____	Victory Sycamore Established Value A.....	VETAX VETAX	_____
Great-West Lifetime 2050 Fund T1.....	MXBQX MX50A1	_____	MFS Value A.....	MEIAX MEIAX	_____
Great-West Lifetime 2055 Fund T1.....	MXXLX MX55A1	_____	Putnam Growth Opportunities A.....	POGAX POGAX	_____
Great-West Conserv Profile II Fund I.....	MXCPX MXCNP	_____	T. Rowe Price Dividend Growth Adv.....	TADGX TADGX	_____
Great-West Mod Conserv Profile II Fund I....	MXDPX MXMCP	_____	American Funds American Balanced R3.....	RLBCX RLBCX	_____
Great-West Moderate Profile II Fund I.....	MXMPX MXMDP	_____	BlackRock Global Allocation Inv A.....	MDLOX MDLOX	_____
Great-West Mod Aggr Profile II Fund I.....	MXBPX MXMAP	_____	JHancock Bond R2.....	JHRBX JHRBX	_____
Great-West Aggressive Profile II Fund I.....	MXAPX MXAGP	_____	Legg Mason BW Global Opps Bd A.....	GOBAX GOBAX	_____
Brandes International Equity A.....	BIEAX BIEAX	_____	Loomis Sayles Core Plus Bond A.....	NEFRX NEFRX	_____
Columbia Emerging Markets A.....	EEMAX EEMAX	_____	Lord Abbett High Yield R4.....	LHYSX LHYSX	_____
Great-West MFS Intl Value Fund I.....	MXIVX MXIVX	_____	PACE Mort-Backed Sec Fixed Inc Invest Y....	PFXYX PFXYX	_____
MFS Global Equity R3.....	MWEHX MWEHX	_____	PIMCO Real Return A.....	PRTNX PRTNX	_____
BlackRock Health Sciences Opps Inv A.....	SHSAX SHSAX	_____	Key Guaranteed Portfolio Fund.....	N/A KGPF	_____
					=100%

Participation Agreement

Withdrawal Restrictions - I understand that the Internal Revenue Code (the "Code") and/or my employer's Plan Document may impose restrictions on transfers and/or distributions. I understand that I must contact the Plan Administrator to determine when and/or under what circumstances I am eligible to receive distributions or make transfers.

Investment Options - If I elect to direct my own investments, I understand that by signing and submitting this Participant Enrollment form for processing, I am requesting to have investment options established under the Plan as specified in the Investment Option Information section. I understand and agree that this account is subject to the terms of the Plan Document. 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.

Last Name

First Name

M.I.

Social Security Number

Number

I understand if I elect to have my account managed by Advised Assets Group, LLC ("AAG"), that my entire account, including any transfers or rollovers, will be professionally managed and I have not completed the Investment Option Information section. In the event investment option information is completed, my election to have my account professionally managed will override my investment options elections. Dollar cost averaging and asset allocation are not available if my account is professionally managed. I understand that the applicable fees will be deducted from my account. In order to enroll in the Managed Accounts Service, I understand that I must provide my Social Security number, date of birth, gender, marital status and annual income. If any of this information is not provided, I understand that I will not be enrolled in the Managed Accounts Service.

Compliance With Plan Document and/or the Code - I agree that my employer or Plan Administrator may take any action that may be necessary to ensure that my participation in the Plan is in compliance with any applicable requirement of the Plan Document and/or the Code. I understand that the maximum annual limit on contributions is determined under the Plan Document and/or the Code. I understand that it is my responsibility to monitor my total annual contributions to ensure that I do not exceed the amount permitted. If I exceed the contribution limit, I assume sole liability for any tax, penalty, or costs that may be incurred.

Incomplete Forms - I understand that in the event my Participant Enrollment form is incomplete or is not received by Service Provider at the address below prior to the receipt of any deposits, I specifically consent to Service Provider retaining all monies received and allocating them to the default investment option selected by the Plan. If no default investment option is selected, funds will be returned to the payor as required by law. Once my account has been established, I understand that I must call 1-800-338-4015 or access the Web site in order to transfer monies from the default investment option. Also, I understand all contributions received after my account is established will be applied to the investment options I have most recently selected.

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 be only processed from the date of notification forward and not on a retroactive basis.

Managed Accounts Service Fee - If you elect the Managed Accounts Service, a quarterly fee will be assessed. If you wish to opt-out in the future please call an Advised Assets Group, LLC ("AAG") Representative at your Plan's the Voice Response System number.

Required Signature(s) - I have completed, understand and agree to all pages of this Participant Enrollment form including the terms of the Managed Accounts Agreement. I understand that 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, 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>.

Participant Signature

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Date

Participant forward to Plan Administrator/Trustee
Plan Administrator forward to Service Provider at:
Empower Retirement
PO Box 173764
Denver, CO 80217-3764

Express Address:

8515 E. Orchard Road, Greenwood Village, CO 80111

Phone#: 1-800-338-4015**Fax#:** 1-866-633-5212**Authorized Plan Administrator/Trustee**

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

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

GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.

Empower Retirement refers to the products and services offered in the retirement markets by Great-West Life & Annuity Insurance Company, Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: NY, NY; and their subsidiaries and affiliates. The trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.

**ADVISED ASSETS GROUP, LLC
ADVISORY SERVICES AGREEMENT**

Please read the following terms and conditions carefully before using or enrolling in any of the services described below. Your use of any service will signify your consent to be bound by the terms and conditions set forth in this Agreement.

ABOUT US

Advised Assets Group, LLC ("AAG") is a federally registered investment adviser and wholly owned subsidiary of Great-West Life & Annuity Insurance Company ("Great-West"). AAG offers its services to retirement account recordkeepers for use by plan participants or to owners of an Empower Retirement Individual Retirement Account ("IRA"). Through these arrangements, AAG provides guidance, advisory, and management solutions to plan participants and IRA account holders.

FEES FOR THE SERVICE

AAG offers three levels of service: Online Investment Guidance, Online Investment Advice and Managed Account. Fees for each service are shown below. The chart below reflects the applicable billing period and annual fee amount.

Online Investment Guidance	Quarterly Fee	Annual Fee
	No Fee	No Fee

Online Investment Advice	Quarterly Fee	Annual Fee
	\$6.25	\$25.00

Managed Account		
Participant Account Balance	Quarterly Fee	Annual Fee
< \$100,000.00	0.1625%	0.65%
Next \$150,000.00	0.1375%	0.55%
Next \$150,000.00	0.1125%	0.45%
≥ \$400,000.01	0.0875%	0.35%

For example, if your account balance subject to the Managed Account service is \$50,000.00, the maximum annual fee is 0.65% of the account balance. If your account balance subject to the Managed Account service is \$500,000.00, the first \$100,000.00 will be subject to a maximum annual fee of 0.65% (quarterly 0.1625%), the next \$150,000.00 will be subject to a maximum annual fee of 0.55% (quarterly 0.1375%), the next \$150,000.00 will be subject to a maximum annual fee of 0.45% (quarterly 0.1125%), and any amounts over \$400,000.00 will be subject to a maximum annual fee of 0.35% (quarterly 0.0875%). For example, the maximum quarterly fee for an account balance less than \$100,000.00 (subject to maximum annual fee of 0.65%) would be 0.1625% quarterly, as demonstrated above.

The fees for Online Investment Advice and the Managed Account service will generally be debited from your account based on AAG's Form ADV Brochure and the terms of service and billing period agreed upon by your plan sponsor; however, if you cancel participation in the Managed Account service, the fee will be based on your participation in the service through the date of cancellation. Use of Online Investment Advice at any time during a billing period will result in your account being debited the billing period fee. If your Plan terminates its agreement with AAG or with its recordkeeper, the fee will be debited based on your participation in the service through the date of such termination. The fee you are charged depends on the Plan you participate in, and in certain instances, the fees charged may actually be lower than the fee depicted.

IMPORTANT FOR RETIREMENT PLAN PARTICIPANTS

Your plan sponsor or recordkeeper may have negotiated lower fees or different billing periods. Your Managed Account fee may include an additional solicitation fee in an amount up to 0.25% annually of the total assets under management. If your plan sponsor has engaged a solicitor, your Managed Account fee will be higher than if a solicitor were not engaged. Please review AAG's Form ADV Brochure and contact your plan sponsor or plan administrator to confirm your fees for AAG services and the applicable billing cycle.

Retirement plan participants may also receive the Managed Account service for a free look period of 90 days from the date of your initial enrollment, after which the appropriate fee listed above will be assessed to your account. If you do not opt-out by the end of the free look period, you will be assessed a fee for the entire billing period as described in the section entitled, "Fees for the Service." Please contact your plan sponsor to determine if the free look period applies to your plan. You may contact AAG for the date of your Managed Account enrollment.

Your acceptance of the terms and conditions of this Agreement constitutes your authorization for AAG to deduct the billing period fee. The fees are subject to change. AAG reserves the right to offer discounted fees or other promotional pricing.

DESCRIPTION OF SERVICES

AAG offers the following investment advisory services: Online Investment Guidance, Online Investment Advice, and Managed Account through Advisory Services to retirement plan participants and to IRA Account holders. Retirement plan participants may receive all or some of the services listed below as determined by the plan sponsor. If you are enrolled in multiple accounts with your employer, you

must select the level of Advisory Service for each account. Please contact AAG for further details as to whether this applies to your account(s).

Online Investment Guidance: The Online Investment Guidance service is geared toward users who wish to manage their own retirement accounts. Users are provided access to online guidance tools.

Online Investment Advice: Online Investment Advice service is geared toward users who wish to manage their own retirement plans while taking advantage of online guidance and investment advice. You are provided online guidance and investment advice for a personalized recommended investment portfolio. The recommended investment portfolio is based on information drawn from your account profile and from the investment options available to you. You may then implement the recommended investment portfolio and manage your retirement account online. AAG does not provide advice for, or recommend allocations of, individual stocks (including employer stock), self-directed brokerage accounts, guaranteed certificate funds, or employer-directed monies.

Managed Account: The Managed Account service is geared toward users who wish to have a financial expert select among the available investment options and manage their retirement accounts for them. You will receive a personalized investment portfolio that reflects your investment options and your retirement timeframe, life stages and overall financial picture, including assets held outside your account (if you elect to provide this information), which may be taken into consideration when determining the allocation of assets in your account (AAG will not provide advice for, recommend allocations of, or manage your outside accounts). Under the Managed Account service, AAG has discretionary authority over allocating your assets among the core investment options without your prior approval of each transaction. AAG is not responsible for either the selection or maintenance of the investment options available within your retirement account or IRA. If available in your account, AAG will not provide advice for, or recommend allocations of, individual stocks (including employer stock), self-directed brokerage accounts, guaranteed certificate funds, or employer-directed monies. Your balances in any of these investment options or vehicles may be liquidated, subject to your plan's and/or investment provider's restrictions.

Managed Account assets in the core investment options will be automatically monitored, rebalanced and reallocated periodically (approximately quarterly) by AAG, based on data resulting from the methodologies and software employed by the Independent Financial Expert, currently Morningstar Investment Management LLC ("Morningstar Investment Management"), to respond to market performance and to ensure optimal account performance over time. You will receive an account update and forecast statement annually and can update your personal information at any time by contacting AAG.

To determine which services are available to you, please refer to the communication materials provided by AAG or ask your plan sponsor.

INFORMATION FOR PARTICIPATION IN THE SERVICE

Information Gathered to Provide the Service: You must provide all data that is necessary for AAG to perform its duties under this Agreement, including but not limited to: your date of birth, income, gender, and state of residence, which AAG may rely upon in providing the services to you. For each service described above, if the data supplied by you or your Plan Sponsor, if applicable, does not meet the methodology requirements, we will attempt to contact you for updated information. If this is not completed, your enrollment in the service may not be completed or may be terminated.

If you participate in the Managed Account service, you will receive a Welcome Kit shortly after enrollment. Please review the Welcome Kit carefully and contact AAG to update or correct any incorrect personal information. You will also receive an Annual Kit each year, providing you with a detailed analysis of your account. Your Annual Kit will also confirm your personal data which is used to provide you with personalized account management. You may also provide additional information, at any time, regarding your retirement age, desired retirement income replacement, social security start date, other income and expenses, spousal and dependent information. The savings rate provided by your retirement plan recordkeeper may not include profit sharing, pensions or employer matches to your retirement plan(s). Please contact AAG to verify these amounts.

It is important that you update your personal data with AAG on a regular basis in order to ensure that your account management is suited to your needs and goals.

ADDITIONAL INFORMATION FOR USERS OF THE SERVICE

Methodology: The Advisory Services methodology is powered by Morningstar Investment Management. Morningstar Investment Management first builds stable, consistent asset allocation models at various risk levels. Based on Monte Carlo simulations of the user's resources, liabilities, and human capital, an appropriate asset level portfolio is selected and a savings rate and retirement age are determined that best suits each user's situation. The asset class level model portfolios are revisited annually. Investment options from the account's menu are then selected to implement each asset-level model portfolio. These investment options are monitored and rebalanced quarterly.

IMPORTANT: The projections or other information generated by the advisory service tool regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results and are not guarantees of future results. Results may vary with each use and over time.

Additional Fees May Apply: Certain investment options in your account may charge a redemption fee or impose restrictions for market timing. Such restrictions or redemption fees vary in amount and application from investment option to investment option. It is possible that transactions initiated by AAG under Online Investment Advice or the Managed Account service may result in the imposition of a redemption fee or marketing timing base restriction on one or more investment options available to you. Any redemption fees will be deducted from your account balance.

Assets Managed: If you elect the Managed Account service, your eligible account balance will be allocated to the Managed Account service. You may not invest in other core investment options while also participating in the Managed Account service. Once enrolled in the Managed Account service, you will no longer be able to make investment allocation changes to your account online, via paper, or through your AAG's existing toll-free customer service number. This includes functionality for fund-to-fund transfers, change fund allocations, or utilization of dollar cost averaging and/or rebalancer. Once enrolled, you retain full inquiry access to your account. You may also change contributions, take distributions and provide other updates to your personal information. Full access will be restored to your account within one business day after you cancel participation in the Managed Account service.

Cancellation: You may cancel participation in the Managed Account service at any time by completing the cancellation form available online or by calling AAG. Once you have opted-out of the Managed Account service, you are responsible for managing your own account. In addition, your allocations and account balance (if applicable) will have already been established according to the Managed Account allocations. You will need to initiate your own allocation changes and/or transfers if you wish to change your investment allocations from the Managed Account allocations.

Initial Allocation for IRA Account Holders: Upon receipt of your initial deposit or rollover into your IRA, your funds will be allocated to the default investment option specified in your custodial agreement. AAG will re-allocate your funds to your asset allocation portfolio within 5 business days of receiving your initial deposit.

Important note for accounts with a Guaranteed Lifetime Withdrawal Benefit: If you are within ten years of your targeted retirement date and enroll in the Online Investment Advice or Managed Account services, AAG may recommend or allocate a percentage of your account (which may be up to 70% of total known retirement assets, as deemed appropriate by the Advisory Services methodology) to what is commonly known as a guaranteed lifetime withdrawal benefit ("GLWB"). Allocations to the GLWB will result in an additional fee that is in addition to the fees noted within the fee table above. This fee is not charged by AAG but it may be charged by an affiliate of AAG. If you have previously purchased a GLWB product, your new allocation may be reduced (including to zero) or increased following your enrollment into the Managed Account service. Please read the Summary Disclosure Statement carefully. You may cancel your enrollment in the service at anytime.

DISCLAIMERS

AAG uses reasonable care, consistent with industry practice, in providing services to you. AAG, your plan sponsor and/or the recordkeeper or IRA account provider, as applicable, do not guarantee the future performance of your account or that the investments we recommend will be profitable. Investment return and principal value will fluctuate with market conditions, and you may lose money. The investments we may recommend or purchase for your account, if applicable, are subject to various risks, including, without limitation; business, market, currency, economic, and political risks. AAG does not provide advice for, recommend allocations of, or manage individual stocks (including employer stock), self-directed brokerage accounts, guaranteed certificate funds, or employer-directed monies, even if they are available for investment in your plan or IRA. We do not select the investment options available for investment in your plan or IRA. By recommending allocations among the available investment options, we are not endorsing the selection of particular investment options available in your plan or IRA.

AAG, the plan sponsor and/or the recordkeeper or IRA account provider, as applicable, will not be liable to you for any loss caused by (1) our prudent, good faith decisions or actions, (2) following your instructions, or (3) any person other than AAG or its affiliates who provides services for your account. Neither AAG nor your Plan Sponsor will be liable to you for any losses resulting from your disclosure of your personal information or your PIN number to third parties even if the purpose of your disclosure is to enable such person to enroll you in, or cancel your enrollment in, Advisory Services. AAG is not responsible for voting proxies for the securities in your account. We do not guarantee that the services or any content will be delivered to you uninterrupted, timely, secure, or error-free.

TO THE MAXIMUM EXTENT PERMITTED BY LAW, AAG DISCLAIMS ALL REPRESENTATIONS AND WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE SERVICES AND THE SERVICE CONTENT, AND ALL INFORMATION DERIVED FROM THEM, INCLUDING, BUT NOT LIMITED TO, IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, QUALITY, TIMELINESS, ACCURACY, AND IMPLIED WARRANTIES ARISING FROM COURSE OF PERFORMANCE OR COURSE OF DEALING. IN ADDITION, AAG DOES NOT WARRANT THAT THE SERVICE OR CONTENT CONTAINED IN IT WILL BE UNINTERRUPTED, ERROR FREE, FULLY AVAILABLE AT ALL TIMES OR THAT ANY INFORMATION OR OTHER MATERIAL ACCESSIBLE THROUGH THE SERVICE IS FREE OF ERRORS OR OTHER HARMFUL CONTENT.

LIMITATION OF LIABILITY

YOU UNDERSTAND THAT IN NO EVENT WILL THE PLAN SPONSOR, IF APPLICABLE, AAG OR ITS OFFICERS, DIRECTORS, SHAREHOLDERS, PARENTS, SUBSIDIARIES, AFFILIATES, EMPLOYEES, CONSULTANTS, AGENTS, LICENSORS OR ANY DATA PROVIDER BE LIABLE FOR ANY CONSEQUENTIAL, PUNITIVE, INCIDENTAL, SPECIAL OR INDIRECT DAMAGES, LOSS OF BUSINESS REVENUE OR LOST PROFITS, WHETHER IN AN ACTION UNDER CONTRACT, NEGLIGENCE OR ANY OTHER THEORY EVEN IF WE ARE ADVISED OF THE POSSIBILITY OF SUCH.

INDEMNIFICATION

You agree to indemnify, defend and hold harmless AAG and its officers, directors, shareholders, parents, subsidiaries, affiliates, employees, consultants, agents and licensors, your employer, the Plan Administrator and/or recordkeeper, Plan Sponsor, Plan trustees, Plan fiduciaries, their agents, employees, and contractors or IRA provider, as applicable, from and against any and all third party claims, liability, damages and/or costs (including but not limited to reasonable attorneys fees) arising from your failure to comply with this Agreement, the information you provide us, your infringement of any intellectual property or other right of a third party, or from your violation of applicable law.

GENERAL PROVISIONS

AAG acknowledges that, as a registered investment adviser, it owes a fiduciary duty to participants with respect to investment advice (Online Investment Advice) and investment management (Managed Account). AAG is not a fiduciary with respect to guidance (Online Investment Guidance). AAG may not assign this Agreement (within the meaning of the Investment Advisors Act of 1940 ("Advisors Act")) without your consent. You may not assign this Agreement. Unless otherwise agreed to in your plan's agreement with AAG, if applicable, this Agreement is entered into in Denver, Colorado and governed by and construed in accordance with the laws of the State of Colorado, without regard to its conflict of law provisions. You agree that proper forum for any claims under this Agreement shall be in the courts of the State of Colorado for Arapahoe County or the United States District Court, District of Colorado. If you are a participant in a retirement plan, please contact your plan sponsor to determine proper venue for actions brought under this agreement. The prevailing party shall be entitled to recovery of expenses, including reasonable attorneys' fees. This agreement constitutes the entire Agreement between you and AAG with respect to the subject matter herein. You agree that any amounts owed to you arising under this contract shall incur interest no less than the current Federal Funds rate plus 3% per annum. If for any reason a provision or portion of this Agreement is found to be unenforceable, that provision of the Agreement will be enforced to the maximum extent permissible so as to affect the intent of the parties, and the remainder of this Agreement will continue in full force and effect. No failure or delay on the part of AAG in exercising any right or remedy with respect to a breach of this Agreement by you shall operate as a waiver thereof or of any prior or subsequent breach of this Agreement by you, nor shall the exercise of any such right or remedy preclude any other or future exercise thereof or exercise of any other right or remedy in connection with this Agreement. Any waiver must be in writing and signed by AAG. All terms and provisions of this Agreement, including without limitation "Disclaimers", "Limitation of Liability", "Indemnification", "Intellectual Property", and "Privacy Policy", which should by their nature survive the termination of this Agreement, shall so survive. This Agreement will automatically terminate upon termination of your Plan's agreement with AAG, or upon termination of your Plan's service agreement with its recordkeeper, if applicable. Nothing in this Agreement shall be construed to waive compliance with the Advisors Act, the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), if applicable, or any applicable rule or order of the Department of Labor under ERISA. AAG shall not be liable for any delay or failure to perform its obligations hereunder if such delay or failure is caused by an unforeseeable event beyond its reasonable control, including without limitation: act of God; fire; flood; earthquake; labor strike; sabotage; fiber cut; embargoes; power failure; lightning; suppliers failures; act or omissions of telecommunications common carriers; material shortages or unavailability or other delay in delivery; government codes, ordinances, laws, rules, regulations or restrictions; war or civil disorder, or acts of terrorism. AAG reserves the right to modify this Agreement at any time. You agree to review this Agreement periodically so that you are aware of any such modifications. Your continued participation in Advisory Services shall be deemed to be your acceptance of the modified terms of this Agreement. This Agreement shall inure to the benefit of AAG's successor and assigns.

All securities transactions that occur as a result of the advisory services are executed by GWFS Equities, Inc., ("GWFS") an affiliated broker/dealer. GWFS may receive 12b-1 fees or other compensation from the investment option providers, including mutual funds and their sponsors and affiliates, for the sale of fund shares allocated to participant accounts and/or for other services. The amount of 12b-1 fees and/or other compensation GWFS may receive from an investment provider varies. In addition, registered representatives of GWFS may provide wholesaling, direct sales, enrollment and/or communication services to retirement plans and their participants for which AAG may also provide its services. For these services, GWFS may receive fees either from the plan or from the investment providers (fund families), as described above. Participants in the Online Investment Advice or Managed Account service may have allocations to investment options that result in GWFS receiving 12b-1 fees or other compensation. Allocations to the investment options are solely determined and based on Morningstar Investment Management's software, not determinations made by AAG. The compensation paid by AAG to Morningstar Investment Management for Morningstar Investment Management's proprietary software advice program does not vary based on the allocations made or recommended by Morningstar Investment Management. Because Morningstar Investment Management is unaffiliated with AAG and GWFS, AAG does not believe there is a conflict of interest. However, in all instances, AAG's affiliation with GWFS is disclosed.

INTELLECTUAL PROPERTY

All content provided as part of Advisory Services, including without limitation names, logos, methodologies, and news or information provided by third parties, is protected by copyrights, trademarks, service marks, patents, or other intellectual property and proprietary rights and laws ("Intellectual Property") and may constitute trade secrets, as defined by applicable law. All such Intellectual Property is the property of their respective owners and no rights or licenses are granted to you as a result of your participation in Advisory Services.

PRIVACY POLICY

AAG protects your privacy. We have strict policies in place to keep your personal information private. A summary of AAG policies and procedures to protect the privacy and security of your personal information is set forth below.

Types of Information We Collect: AAG may collect personal information about you from your plan sponsor or employer, if applicable, from applications or other forms that you complete, from your plan or service provider, and from our affiliates you have conducted business with. Such information includes without limitation; your name, address, age, salary, number of dependents, plan account balances and contributions. You may provide us with additional personal information about your investments and preferences at any time. We also keep records of all transactions in your account and any communications about your account. AAG does not specifically collect your social security number for use with the service.

Security of Your Information: We have strict procedures to protect your privacy. They include physical, administrative, and technical safeguards.

Access to Information: The only employees who have access to your personal information are those who need it to service your account, or to provide you with products or services.

Our Information-Sharing Practices: AAG will not disclose, sell, share, or reveal your personal information except in the following circumstances:

- We have your authorization to share your personal information with third parties;
- We need to share your personal information with our affiliates who provide a product or service you have requested or to maintain, service or administer your account (for example, our affiliated broker-dealer that executes transactions in your account; such affiliates do not have the right to use your personal information other than in the performance of services necessary to assist us);
- If applicable, we need to share your personal information with your employer, plan sponsor and/or plan provider in order to provide the services described in our contract with your employer, plan sponsor and/or plan provider; or
- We are required by law to disclose your personal information (for example, in response to a subpoena, governmental or regulatory request, or to protect against fraud or other illegal activity).

Analysis: We may perform analyses based on data about our customers. Such data will not contain personally identifiable information.

Our Treatment of Information about Former Customers: Protecting your privacy goes beyond our relationship with you as a user of Advisory Services. If this relationship ends, we will not share your personal information with third parties, except as law permits.

Customer Right To Change Information: To correct, amend or supplement your personal information, you may contact us at your existing toll-free customer service number.

ABOUT ADVISED ASSETS GROUP, LLC

AAG, a wholly owned subsidiary of Great-West Life & Annuity Insurance Company, is a registered investment adviser with the Securities and Exchange Commission.

Since its inception, AAG has focused on establishing, refining and continually improving the process of investment planning for plan sponsors, plan participants and IRA account holders. By blending best practices investment approaches with personalized plan data and leading industry knowledge and expertise, AAG aspires to create effectively-built, diversified retirement solutions that maximize outcomes for plan participants while minimizing fiduciary risk to plan sponsors.

Additional information about the services provided by AAG may be found in AAG's Form ADV Part II, which is available free of charge on-line at www.adviserinfo.sec.gov or upon request by calling AAG at the toll free number listed in your communication materials or writing AAG at: 8515 East Orchard Road, Greenwood Village, Colorado 80111.

Interest in Participant Transactions. AAG, its officers and employees may purchase securities for their own accounts and these securities may be the same as those recommended to, or invested for, you (e.g., shares of the same mutual fund).

ABOUT MORNINGSTAR INVESTMENT MANAGEMENT

AAG has teamed with Morningstar Investment Management, a recognized industry leader in asset allocation and investment analytics tools, to provide the underlying investment advice and portfolio management methodology that will power Advisory Services.

Morningstar Investment Management is a leading independent provider of asset allocation, manager selection, and portfolio construction services. The company leverages its innovative academic research to create customized investment advisory solutions that help investors meet their goals.

AAG reserves the right to replace the Independent Financial Expert in its sole discretion and without your approval. AAG will notify you of any fee changes resulting from the Independent Financial Expert being replaced. In the event AAG terminates its relationship with the current Independent Financial Expert and is unable to contract with a suitable replacement Independent Financial Expert, this Agreement shall automatically terminate upon written notice from AAG.

Your investment line up and Managed Account allocations may include mutual funds issued by Great-West Funds and Putnam Investments or insurance products issued by Great-West, its parent company, or Great-West Life & Annuity Insurance Company of New York ("GW-NY"). Great-West Funds, Putnam Investments, their respective fund managers and GW-NY are affiliates of AAG. Morningstar Investment Management or its affiliates may provide asset allocation services for AAG affiliates for which fees may be paid. For the Great-West Funds offered within the Managed Account service, Morningstar Investment Management has agreed to waive these fees. For more information, please see the applicable fund prospectus.

For retirement plan participants, the investment options in your retirement plan are selected solely by the plan or plan sponsor. In addition, AAG does not receive compensation from its parent company or any of its affiliate in bringing or offering Insurance Products or Directed Options to AAG's advisory clients.

ACCEPTANCE OF TERMS AND CONDITIONS OF ADVISORY SERVICES AGREEMENT

If you agree to the terms and conditions set forth herein, you will be enrolled in the service you requested that is offered under Advisory Services. Your acceptance of the terms and conditions shall signify your consent to be bound by the applicable provisions of this Agreement, as they relate to the Online Investment Guidance, Online Investment Advice, or the Managed Account services. Please note that upon enrollment in the Managed Account service, any currently initiated transfers or transactions will be cancelled, unless the market has already closed for the day.

If you do not agree to the terms and conditions set forth herein, you will not be enrolled in the service you requested that is offered under Advisory Services.

**Paycheck Contribution Election
401(k) Plan**

Empyrean Services LLC 401(k) Plan

501083-01

Use black or blue ink when completing this form. For questions regarding this form, visit the Web site at www.empower-retirement.com/ participant or contact Service Provider at 1-800-338-4015.

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. _____

() _____
Daytime Phone Number

Division _____

() _____
Alternate Phone Number

B Payroll Election(s)

Paycheck Contribution Election (Payroll Deductions)

Select One: Start Restart Change Stop

I elect to contribute to the Plan the following amount(s) or percentage(s) of my eligible compensation indicated below (*per pay period*):

Before-Tax Contributions \$ _____ or _____ % (\$1.00 - \$18,000.00 or 1% - 100%)

Roth Contributions \$ _____ or _____ % (\$1.00 - \$18,000.00 or 1% - 100%)

Date of Hire (mm/dd/yyyy) _____ / _____ / _____

The total annual before-tax and Roth contributions cannot exceed \$18,000.00 of my eligible compensation in the 2017 tax year.

Age 50 Catch-Up Election

I elect to contribute to the Plan additional Age 50 Catch-Up amount(s) or percentage(s) of my eligible compensation as indicated below (*per pay period*):

Before-Tax Contributions \$ _____ or _____ %

Roth Contributions \$ _____ or _____ %

Payroll Effective Date (mm/dd/yyyy) _____ / _____ / _____

The total before-tax and Roth Age 50 Catch-Up amount cannot exceed \$6,000.00 of my eligible compensation in the 2017 tax year. I must be age 50 or older during this calendar year and I must be currently deferring the maximum amount allowable under the Internal Revenue Code and applicable regulations and/or my Plan. If I stop my deferrals and/or do not defer the maximum amount during this calendar year, the Age 50 Catch-Up amount I have elected to contribute will not be considered a Catch-Up deferral. The Catch-Up contributions will be allocated in the same manner as my regular contributions.

I elect to cancel my Catch-Up contribution election.

C Signatures and Consent (*Signatures must be on the lines provided.*)

Participant Consent (*Please sign on the 'Participant Signature' line below.*)

My signature acknowledges that I have read, understand and agree to all pages of this form and affirms that all information that I have provided is true and correct. I also understand that:

- Until cancelled, superseded or I cease to be an eligible employee, all election(s) shall apply to all eligible compensation allowed by the Plan paid from the effective date specified unless a different effective date is required under the terms of the Plan and cancels all previous elections.
- I may change the dollar amount or percentage of compensation contributed as allowed under the terms of the Plan.
- It is my responsibility to comply with any Internal Revenue Code deferral limits and that I may be responsible for any costs, including taxes and penalties that I may incur as a result of excess contributions.
- My Plan Administrator may take any action that may be necessary to ensure that my participation is in compliance with any applicable requirement of the Plan Document and the Internal Revenue Code.
- I authorize the payroll deduction as indicated on this form.

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

Participant Signature _____ **Date (Required)** _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Last Name _____

First Name _____

M.I. _____

Social Security Number _____

Number _____

C	Signatures and Consent <i>(Signatures must be on the lines provided.)</i>
	Authorized Plan Administrator Signature <i>(Please sign on the 'Authorized Plan Administrator Signature' line below.)</i>
	<p>I authorize the election indicated by the participant above.</p> <p>Authorized Plan Administrator Signature _____ Date (Required) _____</p> <p><i>A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.</i></p> <p>Print Full Name _____</p>
D	Mailing Instructions
	<p>Participant forward this form to Employer</p> <p>Employer DO NOT send this form to Service Provider. Please retain for your records.</p>

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

GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.

Empower Retirement refers to the products and services offered in the retirement markets by Great-West Life & Annuity Insurance Company, Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: NY, NY; and their subsidiaries and affiliates. The trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.

**Beneficiary Designation
401(k) Plan**

Empyrean Services LLC 401(k) Plan

501083-01

For My Information

- For questions regarding this form, visit the website at www.empower-retirement.com/participant 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 (Attach an additional sheet to name additional beneficiaries.)

Primary Beneficiary Designation (Primary beneficiary designations must total 100% - percentage can be made out to two decimal places.)

- 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.
- See the attached examples on how to complete the below beneficiary designations if the beneficiary is a non-individual, such as a trust, charity or estate.

%				
% of Account Balance	Primary Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
Street Address () _____		City _____	State _____	Zip Code _____
Phone Number (Optional) _____				

%				
% of Account Balance	Primary Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
Street Address () _____		City _____	State _____	Zip Code _____
Phone Number (Optional) _____				

%				
% of Account Balance	Primary Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
Street Address () _____		City _____	State _____	Zip Code _____
Phone Number (Optional) _____				

Contingent Beneficiary Designation (Contingent beneficiary designations must total 100% - percentage can be made out to two decimal places.)

%				
% of Account Balance	Contingent Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
Street Address () _____		City _____	State _____	Zip Code _____
Phone Number (Optional) _____				

Last Name

First Name

M.I.

Social Security Number

Number

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

Contingent Beneficiary Designation *(Contingent beneficiary designations must total 100% - percentage can be made out to two decimal places.)*

%	Contingent Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
_____/_____/_____ %	_____	_____	_____	____/____/____
Street Address (_____)		City	State	Zip Code
Phone Number <i>(Optional)</i> _____				

%	Contingent Beneficiary Name <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
_____/_____/_____ %	_____	_____	_____	____/____/____
Street Address (_____)		City	State	Zip Code
Phone Number <i>(Optional)</i> _____				

C Signatures and Consent *(Signatures must be on the lines provided.)*

Participant Consent for Beneficiary Designation *(Please sign on the 'Participant Signature' line below.)*

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%. The percentages can be divided up to two decimal points (Example: 33.33%).**

I understand that 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, 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 website 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 for Beneficiary Designation section of this form.

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

Participant Signature _____ **Date (Required)** _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Last Name

First Name

M.I.

Social Security Number

C Signatures and Consent *(Signatures must be on the lines provided.)*

Spousal Consent for Beneficiary Designation *(If applicable, please have the Spouse sign on the 'Spouse's Signature' line below.)*

Spouse to complete: 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 my consent is irrevocable unless my spouse changes the beneficiary designation, or designates me to receive 100% of his or her vested account balance.

Spouse's Signature _____ **Date (Required)** _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

The spouse's signature must be notarized by a Notary Public. The date of the spouse's signature on this form in the 'My spouse's consent' section must match the notarized date in this section.

Notary to complete:

For Residents of all states (except California), please complete the section below.

Notice to California Notaries using the California Affidavit and Jurat Form the following items must be completed by Notary on the state notary form: the title of the form, the plan name, the plan number, the document date, the participant's name and spouse's name. Notary forms not containing this information will be rejected and it will delay this request.

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 ____ / ____ / ____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Authorized Plan Administrator Signature *(Please sign on the 'Authorized Plan Administrator Signature' line below.)*

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

Authorized Plan Administrator Signature _____ **Date (Required)** _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Print Full Name _____

D Mailing Instructions

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

Fax to:
Empower Retirement
1-866-633-5212

OR

Regular Mail to:
Empower Retirement
PO Box 173764
Denver, CO 80217-3764

OR

Express Mail to:
Empower Retirement
8515 E. Orchard Road
Greenwood Village, CO 80111

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

GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company.

Empower Retirement refers to the products and services offered in the retirement markets by Great-West Life & Annuity Insurance Company, Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: NY, NY; and their subsidiaries and affiliates. The trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.

This page is for informational purposes only - Do not return with the Beneficiary Designation form

EXAMPLE BENEFICIARY DESIGNATIONS

Example 1: Multiple Individuals as Beneficiaries

B Beneficiary Designation <i>(Attach an additional sheet to name additional beneficiaries.)</i>				
Primary Beneficiary Designation <i>(Primary beneficiary designations must total 100% - percentage can be made out to two decimal places.)</i>				
<ul style="list-style-type: none"> 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. See the attached examples on how to complete the below beneficiary designations if the beneficiary is a non-individual, such as a trust, charity or estate. 				
33.33 %	John M. Doe	Brother	XXX-XX-XXXX	01/06/1954
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
111 Elm Street	Anytown	MO	60000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				
33.33 %	Don M. Doe	Brother	XXX-XX-XXXX	01/06/1954
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
222 North Avenue	Anytown	CA	90000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				
33.34 %	Michelle L. Doe	Sister	XXX-XX-XXXX	01/06/1957
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
333 West Blvd	Anytown	CO	80000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				

Example 2: Trust as Beneficiary

B Beneficiary Designation <i>(Attach an additional sheet to name additional beneficiaries.)</i>				
Primary Beneficiary Designation <i>(Primary beneficiary designations must total 100% - percentage can be made out to two decimal places.)</i>				
<ul style="list-style-type: none"> 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. See the attached examples on how to complete the below beneficiary designations if the beneficiary is a non-individual, such as a trust, charity or estate. 				
100 %	Trust of Jane Doe	Trust	XX-XXXXXXXX	06/30/2015
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
150 Main Street	Anytown	MO	60000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				

Example 3: Estate as Beneficiary

B Beneficiary Designation <i>(Attach an additional sheet to name additional beneficiaries.)</i>				
Primary Beneficiary Designation <i>(Primary beneficiary designations must total 100% - percentage can be made out to two decimal places.)</i>				
<ul style="list-style-type: none"> 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. See the attached examples on how to complete the below beneficiary designations if the beneficiary is a non-individual, such as a trust, charity or estate. 				
100 %	Estate of Anne Doe	Estate		/ /
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
45 East Road	Anytown	MO	60000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				

Example 4: Charity as Beneficiary

B Beneficiary Designation <i>(Attach an additional sheet to name additional beneficiaries.)</i>				
Primary Beneficiary Designation <i>(Primary beneficiary designations must total 100% - percentage can be made out to two decimal places.)</i>				
<ul style="list-style-type: none"> 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. See the attached examples on how to complete the below beneficiary designations if the beneficiary is a non-individual, such as a trust, charity or estate. 				
100	ABC Charity	Charity	XX-XXXXXXX	/ /
% of Account Balance	Primary Beneficiary <i>(Name of Individual, Trust, Charity, etc.)</i>	Relationship	Social Security or Taxpayer Identification Number	Date of Birth or Trust Date
75 South Place	Anytown	CO	80000	
Street Address	City	State	Zip Code	
(XXX) XXX-XXXX				
Phone Number <i>(Optional)</i>				

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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.

Empyrean Services LLC 401(k) Plan 501083-01

Participant Information

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

To be Completed by Human Resources

Division Name _____ **Division Number** _____

Direct Rollover Information

Current Plan Administrator must authorize by signing in the Required Signatures section.
 Previous Plan Administrator must sign this form if Designated Roth Account is being directly rolled over.
 I am choosing a:

- Direct Rollover, as allowed by your Plan, from a qualified:
 - 401(a) Plan
 - 401(k) Plan
 - Non-Roth: \$ _____ (all contributions and earnings, excluding Roth contributions and earnings)
 - Roth: \$ _____ (employee contributions and earnings)
 - Governmental 457(b) Plan
 - 403(b) Plan
 - Non-Roth: \$ _____ (all contributions and earnings, excluding Roth contributions and earnings)
 - Roth: \$ _____ (employee contributions and earnings)
- 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 () _____

Previous Plan Administrator must provide the following information for Designated Roth Account Rollovers:

Roth first contribution date: _____
 Roth contributions (no earnings): \$ _____ Roth earnings: \$ _____

Previous Plan Authorized Plan Administrator/Trustee Signature _____ Date _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

Last Name

First Name

M.I.

Social Security Number

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 Lifetime 2015 Fund T1.....	MXLZX	MX15A1	_____	Great-West S&P SmallCap 600 Index Fund I...	MXISX	MXIN6	_____
Great-West Lifetime 2020 Fund T1.....	MXAHX	MX20A1	_____	Janus Venture S.....	JVTSX	JVTSX	_____
Great-West Lifetime 2025 Fund T1.....	MXFLX	MX25A1	_____	Undiscovered Mgrs Behavioral Value A.....	UBVAX	UBVAX	_____
Great-West Lifetime 2030 Fund T1.....	MXAUX	MX30A1	_____	Great-West S&P Mid Cap 400 Index Fund I....	MXMDX	MXMDX	_____
Great-West Lifetime 2035 Fund T1.....	MXLLX	MX35A1	_____	Janus Enterprise S.....	JGRTX	JGRTX1	_____
Great-West Lifetime 2040 Fund T1.....	MXBEX	MX40A1	_____	Victory Sycamore Established Value A.....	VETAX	VETAX	_____
Great-West Lifetime 2045 Fund T1.....	MXRLX	MX45A1	_____	MFS Value A.....	MEIAX	MEIAX	_____
Great-West Lifetime 2050 Fund T1.....	MXBQX	MX50A1	_____	Putnam Growth Opportunities A.....	POGAX	POGAX	_____
Great-West Lifetime 2055 Fund T1.....	MXXLX	MX55A1	_____	T. Rowe Price Dividend Growth Adv.....	TADGX	TADGX	_____
Great-West Conserv Profile II Fund I.....	MXCPX	MXCNP	_____	American Funds American Balanced R3.....	RLBCX	RLBCX	_____
Great-West Mod Conserv Profile II Fund I....	MXDPX	MXMCP	_____	BlackRock Global Allocation Inv A.....	MDLOX	MDLOX	_____
Great-West Moderate Profile II Fund I.....	MXMPX	MXMDP	_____	JHancock Bond R2.....	JHRBX	JHRBX	_____
Great-West Mod Aggr Profile II Fund I.....	MXBPX	MXMAP	_____	Legg Mason BW Global Opps Bd A.....	GOBAX	GOBAX	_____
Great-West Aggressive Profile II Fund I.....	MXAPX	MXAGP	_____	Loomis Sayles Core Plus Bond A.....	NEFRX	NEFRX	_____
Brandes International Equity A.....	BIEAX	BIEAX	_____	Lord Abbett High Yield R4.....	LHYSX	LHYSX	_____
Columbia Emerging Markets A.....	EEMAX	EEMAX	_____	PACE Mort-Backed Sec Fixed Inc Invest Y....	PFXYX	PFXYX	_____
Great-West MFS Intl Value Fund I.....	MXIVX	MXIVX	_____	PIMCO Real Return A.....	PRTNX	PRTNX	_____
MFS Global Equity R3.....	MWEHX	MWEHX	_____	Key Guaranteed Portfolio Fund.....	N/A	KGPF	_____
BlackRock Health Sciences Opps Inv A.....	SHSAX	SHSAX	_____	MUST INDICATE WHOLE PERCENTAGES			= 100%
MFS Technology R3.....	MTCHX	MTCHX	_____				

Participation Agreement

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 the Voice Response System at 1-800-338-4015 or access Web site at www.empower-retirement.com/participant 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

Last Name

First Name

M.I.

Social Security Number

Number

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.

Payment Instructions

Make check payable to:

Great-West Trust Company, LLC

Include the following information on the check:

Participant Name, Social Security Number,
Plan Number, Plan Name

Wire instructions:

Account of: Great-West Trust Company, LLC

Bank: US Bank

Account no: 103656586049

Routing transit no: 102000021

Attention: Financial Control

Reference: Participant Name, Social Security Number,
Plan Number, Plan Name

Regular mail address for the check and form (if mailed together):

Great-West Trust Company, LLC
PO Box 561148
Denver, CO 80256-1148

Overnight mail address for the check and form (if mailed together):

US Bank
10035 East 40th Avenue Suite 100
Dept 1148
Denver, CO 80238

Contact: Empower Retirement
Phone#: 1-800-338-4015

If sending the "form" only, please fax to 1-866-633-5212 or follow mailing instructions above. **Funds received will not be invested unless accompanied by a completed Incoming Direct Rollover form. Funds will be invested on the day that both a completed Incoming Direct Rollover form and funds are received prior to market close.**

Required Signatures - My signature indicates that I have read, understand the effect of my election and agree to all pages of this Incoming Direct Rollover form. I affirm that all information provided is true and correct. I understand that 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, 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>.

Participant Signature

Date

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

I acknowledge and agree that the Plan Administrator/Trustee for the Previous Employer's plan is released from and the Plan Administrator/Trustee for the Current Employer's Plan shall assume all obligations associated with any amounts transferred under this Incoming Direct Rollover form.

Participant forward to Plan Administrator/Trustee
Plan Administrator forward or fax as shown above in the Payment Instructions section

Authorized Plan Administrator/Trustee Signature

Date

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

For Current Employer's Plan

Print Full Name

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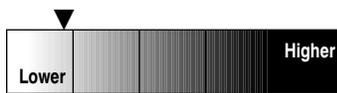
Empower Retirement refers to the products and services offered in the retirement markets by Great-West Life & Annuity Insurance Company, Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: NY, NY; and their subsidiaries and affiliates. The trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.

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Great-West Lifetime 2015 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.00%, Net 0.98%

Risk/Potential Return Meter



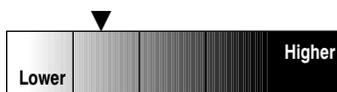
FOR ILLUSTRATIVE PURPOSES ONLY

MX15A1_2

Great-West Lifetime 2020 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.02%, Net 1.00%

Risk/Potential Return Meter



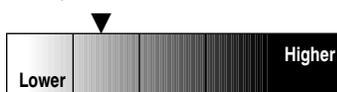
FOR ILLUSTRATIVE PURPOSES ONLY

MX20A1_2

Great-West Lifetime 2025 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.02%, Net 1.01%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MX25A1_2

Investment Objective & Strategy ★◆

The investment seeks income and secondarily, capital growth. The fund invests in a professionally selected mix of underlying funds that is tailored for investors planning to retire in, or close to, 2015 (which is assumed to be at age 65). It is designed for investors who plan to withdraw the value of their account in the fund gradually after retirement. The adviser currently expects to invest 35-55% of its net assets in underlying funds that invest primarily in equity securities and 45-65% of its net assets in underlying funds that invest primarily in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

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 capital appreciation and income consistent with its current asset allocation. The fund seeks to achieve its objective by investing in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2020 (which is assumed to be at age 65). It is designed for investors who plan to withdraw the value of their account in the fund gradually after retirement. While the fund is non-diversified, it invests in diversified underlying holdings.

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 income consistent with its current asset allocation; after 2025, it seeks income and secondarily capital growth. The fund invests in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2025. The adviser currently expects to invest 50-70% of its net assets in underlying funds that invest primarily in equity securities and 30-50% of its net assets in underlying funds that invest in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Great-West Lifetime 2030 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.05%, Net 1.04%

Risk/Potential Return Meter



MX30A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation. The fund seeks to achieve its objective by investing in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2030 (which is assumed to be at age 65). The fund is designed for investors who plan to withdraw the value of their account in the fund gradually after retirement. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Great-West Lifetime 2035 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.04%, Net 1.03%

Risk/Potential Return Meter



MX35A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation; after 2035, it seeks income and secondarily capital growth. The fund invests in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2035. The adviser currently expects to invest 75-95% of its net assets in underlying funds that invest primarily in equity securities and 5-25% of its net assets in underlying funds that invest primarily in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

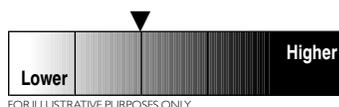
Risk and Return Profile

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.

Great-West Lifetime 2040 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.07%, Net 1.06%

Risk/Potential Return Meter



MX40A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation. The fund seeks to achieve its objective by investing in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2040 (which is assumed to be at age 65). The fund is designed for investors who plan to withdraw the value of their account in the fund gradually after retirement. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Great-West Lifetime 2045 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.06%, Net 1.05%

Risk/Potential Return Meter



MX45A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation; after 2045, it seeks income and secondarily capital growth. The fund invests in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2045. The adviser currently expects to invest 80-98% of its net assets in underlying funds that invest primarily in equity securities and 2-20% of its net assets in underlying funds that invest primarily in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

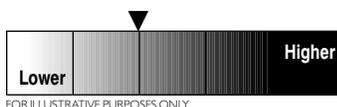
Risk and Return Profile

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.

Great-West Lifetime 2050 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.07%, Net 1.06%

Risk/Potential Return Meter



MX50A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation. The fund seeks to achieve its objective by investing in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2050. The adviser currently expects to invest 80-98% of its net assets in underlying funds that invest primarily in equity securities and 2-20% of its net assets in underlying funds that invest primarily in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

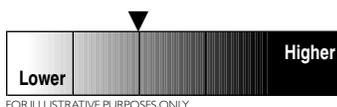
Risk and Return Profile

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.

Great-West Lifetime 2055 Fund T1

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.08%, Net 1.07%

Risk/Potential Return Meter



MX55A1_2

Investment Objective & Strategy ★◆

The investment seeks capital appreciation and income consistent with its current asset allocation; after 2055, it seeks income and secondarily capital growth. The fund invests in a professionally selected mix of underlying funds that is tailored for investors planning to retire in (or otherwise begin using the invested funds on), or close to, 2055. The adviser currently expects to invest 80-98% of its net assets in underlying funds that invest primarily in equity securities and 2-20% of its net assets in underlying funds that invest primarily in fixed income securities. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Great-West Conserv Profile II Fund I

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.90%, Net 0.82%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MXCNP_2

Great-West Mod Conserv Profile II Fund I

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.95%, Net 0.87%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MXMCP_2

Great-West Moderate Profile II Fund I

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.01%, Net 0.95%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MXMDP_2

Investment Objective & Strategy ★◆

The investment seeks capital preservation primarily through investments in underlying funds that emphasize fixed income investments. The fund usually invests assets in underlying funds according to the following asset allocation ranges: 0% to 15% of assets in international funds, 0% to 15% of assets in small cap funds, 0% to 15% of assets in mid cap funds, 5% to 25% of assets in large cap funds, 0-10% of assets in real estate, and 30% to 50% of assets in bond funds and 20% to 40% of assets in short term bond funds and 0-10% in real estate. While the fund is non-diversified, it invests in diversified underlying holdings.

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 income and capital appreciation primarily through investments in underlying funds that emphasize fixed income investments and, to a lesser degree, in underlying funds that emphasize equity investments. The fund usually invests assets in underlying funds according to the following asset allocation ranges: 0% to 30% of assets in international funds, 0% to 15% of assets in small cap funds, 0% to 25% of assets in mid cap funds, 10% to 40% in large cap funds, 0-10% of assets in real estate, and 20% to 40% in bond funds and 10% to 30% in short term bond funds. While the fund is non-diversified, it invests in diversified underlying holdings.

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 long-term capital appreciation primarily through investments in underlying funds with a relatively equal emphasis on equity and fixed income investments. The fund usually invests assets in underlying funds according to the following asset allocation ranges: 0% to 30% of assets in international funds, 0% to 25% of assets in small cap funds, 0% to 30% of assets in mid cap funds, 15% to 45% in large cap funds, 0-10% of assets in real estate, and 10% to 30% in bond funds and 5% to 25% in short term bond funds. While the fund is non-diversified, it invests in diversified underlying holdings.

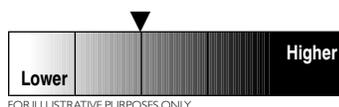
Risk and Return Profile

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.

Great-West Mod Aggr Profile II Fund I

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.06%, Net 1.03%

Risk/Potential Return Meter

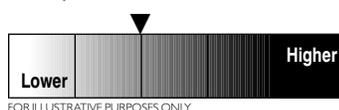


MXMAP_2

Great-West Aggressive Profile II Fund I

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.16%, Net 1.16%

Risk/Potential Return Meter

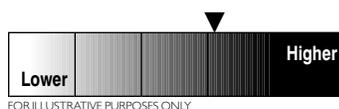


MXAGP_2

Brandes International Equity A

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.18%, Net 1.18%

Risk/Potential Return Meter



BIEAX_2

Investment Objective & Strategy ★◆

The investment seeks long-term capital appreciation primarily through investments in underlying funds that emphasize equity investments and, to a lesser degree, in underlying funds that emphasize fixed income investments. The fund usually invests assets in underlying funds according to the following asset allocation ranges: 5% to 35% of assets in international funds, 0% to 25% of assets in small cap funds, 5% to 35% in mid cap funds, 20% to 50% of assets in large cap funds, 0-10% of assets in real estate, and 5% to 25% in bond funds and 0% to 15% in short term bond funds. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Investment Objective & Strategy ★◆

The investment seeks long-term capital appreciation primarily through investments in underlying funds that emphasize equity investments. The fund usually invests in underlying equity funds according to the following asset allocation ranges: 10% to 40% of assets in international funds, 5% to 35% of assets in small cap funds, 15% to 45% of assets in mid cap funds, 30% to 50% of assets in large cap funds, 0-10% of assets in real estate, and 0% to 10% in bond fund and 0% to 10% in short term bond funds. While the fund is non-diversified, it invests in diversified underlying holdings.

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.

Investment Objective & Strategy ◆

The investment seeks long-term capital appreciation. The fund invests principally in equity securities of foreign companies. These companies generally have market capitalizations (market value of publicly traded securities) greater than \$5 billion. A foreign company is determined to be "foreign" on the basis of its domicile, its principal place of business, its primary stock exchange listing, and/or the source of its revenues. Under normal market conditions, the fund invests at least 80% of its net assets measured at the time of purchase in equity securities of issuers located in at least three countries outside of the United States.

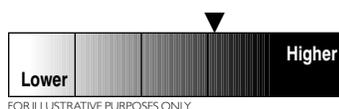
Risk and Return Profile

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.

Columbia Emerging Markets A

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.69%, Net 1.61%

Risk/Potential Return Meter

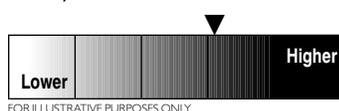


EEMAX_2

Great-West MFS Intl Value Fund I

Fund Manager: Stone/de la Mata
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.10%, Net 1.07%

Risk/Potential Return Meter



MXIVX_2

MFS Global Equity R3

Fund Manager: Mannheim/Morley/McAllister
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.22%, Net 1.22%

Risk/Potential Return Meter



MWEHX_2

BlackRock Health Sciences Opps Inv A

Fund Manager: Xie
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.19%, Net 1.19%

Risk/Potential Return Meter



SHSAX_2

Investment Objective & Strategy ♦

The investment seeks long-term capital appreciation. The fund invests at least 80% of its net assets (including the amount of any borrowings for investment purposes) in equity securities (including, but not limited to, common stocks, preferred stocks and securities convertible into common or preferred stocks) of companies located in emerging market countries. Emerging market countries include those countries whose economies are considered to be developing or emerging from underdevelopment. It may invest in a variety of countries, industries and sectors and does not attempt to invest a specific percentage of its assets in any given country, industry or sector.

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 growth. The fund will, under normal circumstances, invest at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in equity securities. Under normal circumstances, it will invest primarily in companies located outside the U.S., including those in emerging markets. The Sub-Adviser may invest a large percentage of the fund's assets in issuers in a single country, a small number of countries, or a particular geographic region. The Sub-Adviser may invest the fund's assets in companies of any size.

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 capital appreciation. The fund normally invests at least 80% of its net assets in equity securities. Equity securities include common stocks and other securities that represent an ownership interest (or right to acquire an ownership interest) in a company or other issuer. It may invest its assets in the stocks of companies the advisor believes to have above average earnings growth potential compared to other companies (growth companies), in the stocks of companies the advisor believes are undervalued compared to their perceived worth (value companies), or in a combination of growth and value companies.

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 to provide long-term growth of capital. The fund invests at least 80% of its total assets in equity securities, primarily common stock, of companies in health sciences and related industries. The health sciences sector can include companies in health care equipment and supplies, health care providers and services, biotechnology, and pharmaceuticals. It will concentrate its investments (i.e., invest more than 25% of its assets) in health sciences or related industries, and may invest in companies located in non-U.S. countries. The fund is non-diversified.

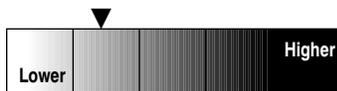
Risk and Return Profile

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.

MFS Technology R3

Fund Manager: Sabel
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.27%, Net 1.27%

Risk/Potential Return Meter



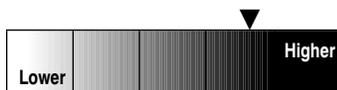
FOR ILLUSTRATIVE PURPOSES ONLY

MTCHX_2

Great-West S&P SmallCap 600 Index Fund I

Fund Manager: Dowdall/Lynch/Leonard
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.60%, Net 0.60%

Risk/Potential Return Meter



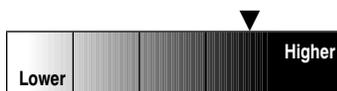
FOR ILLUSTRATIVE PURPOSES ONLY

MXIN6_2

Janus Venture S

Fund Manager: Stutzman/Coleman
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.19%, Net 1.19%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

JVTSX_2

Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund normally invests at least 80% of the fund's net assets in securities of issuers principally engaged in offering, using or developing products, processes, or services that will provide or will benefit significantly from technological advances and improvements. It normally invests the fund's assets primarily in equity securities. The fund may invest its assets in companies of any size. It 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 investment results that track the total return of the common stocks that comprise the Standard & Poor's ("S&P") SmallCap 600® Index (the "benchmark index"). The fund normally invests at least 80% of its net assets in common stocks of its benchmark index. It normally seeks investment results that track the total return of the common stocks that comprise the benchmark index by owning the securities contained in the benchmark index in as close as possible a proportion of the fund as each stock's weight in the benchmark index. The S&P SmallCap 600 Index is an unmanaged, market-weighted index that consists of 600 U.S. companies that have market capitalization less than \$1 billion representing about 3% of the total U.S. equities market.

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.

Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund pursues its investment objective by investing at least 50% of its equity assets in small-sized companies. It may also invest in larger companies with strong growth potential or relatively well-known and large companies with potential for capital appreciation. Small-sized companies are defined by the portfolio manager as those companies whose market capitalization falls within the range of companies in the Russell 2000® Growth Index at the time of purchase. The fund may also invest in foreign securities, which may include investments in emerging markets.

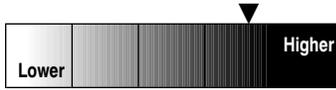
Risk and Return Profile

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.

Undiscovered Mgrs Behavioral Value A

Fund Manager: Fuller/Potter
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.98%, Net 1.44%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

UBVAX_2

Investment Objective & Strategy ♦

The investment seeks capital appreciation. The fund seeks to achieve its objective by investing primarily in common stocks of U.S. companies that the fund's sub-adviser believes have value characteristics. Such common stocks primarily include stocks of small capitalization companies, similar to those that are included in the Russell 2000 Value Index and real estate investment trusts (REITs). In selecting stocks for the fund, the sub-adviser applies principles based on behavioral finance.

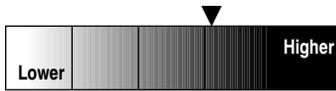
Risk and Return Profile

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.

Great-West S&P Mid Cap 400 Index Fund I

Fund Manager: Dowdall/Lynch/Leonard
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.60%, Net 0.60%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

MXMDX_2

Investment Objective & Strategy ♦

The investment seeks investment results, before fees and expenses, which track the total return of the common stocks that comprise the S&P MidCap 400® Index (the "benchmark index"). The fund normally invests at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in common stocks included in the benchmark index. It will seek investment results, before fees and expenses, that track the total return of the common stocks that comprise the benchmark index by owning the securities contained in the benchmark index in as close as possible a proportion of the fund as each stock's weight in the benchmark index. The S&P MidCap 400 Index is an unmanaged, market-weighted index that consists of 400 U.S. companies that have market capitalization from \$1 billion to \$5 billion representing about 7% of the total U.S. equities market.

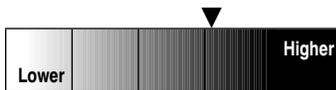
Risk and Return Profile

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.

Janus Enterprise S

Fund Manager: Wheaton/Demain
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.18%, Net 1.18%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

JGRTX1_2

Investment Objective & Strategy ♦

The investment seeks long-term growth of capital. The fund pursues its investment objective by investing primarily in common stocks selected for their growth potential, and normally invests at least 50% of its equity assets in medium-sized companies. Medium-sized companies are those whose market capitalization falls within the range of companies in the Russell Midcap® Growth Index. Market capitalization is a commonly used measure of the size and value of a company. It may also invest in foreign securities, which may include investments in emerging markets.

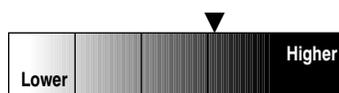
Risk and Return Profile

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.

Victory Sycamore Established Value A

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.95%, Net 0.95%

Risk/Potential Return Meter



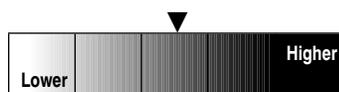
FOR ILLUSTRATIVE PURPOSES ONLY

VETAX_2

MFS Value A

Fund Manager: Chitkara/Gorham
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.86%, Net 0.86%

Risk/Potential Return Meter



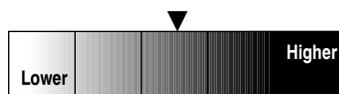
FOR ILLUSTRATIVE PURPOSES ONLY

MEIAX_2

Putnam Growth Opportunities A

Fund Manager: Brookby
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.02%, Net 1.02%

Risk/Potential Return Meter



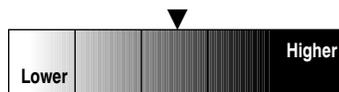
FOR ILLUSTRATIVE PURPOSES ONLY

POGAX_2

T. Rowe Price Dividend Growth Adv

Fund Manager: Huber
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.91%, Net 0.91%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

TADGX_2

Investment Objective & Strategy ♦

The investment seeks long-term capital growth by investing primarily in common stocks. The fund pursues its investment objective by investing, under normal circumstances, at least 80% of its net assets in equity securities of companies with market capitalizations, at the time of purchase, within the range of companies comprising the Russell MidCap® Value Index. The fund may invest a portion of its assets in equity securities of foreign companies traded in the U.S., including American Depositary Receipts and Global Depositary Receipts (ADRs and GDRs).

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 capital appreciation. The fund normally invests the fund's assets primarily in equity securities. Equity securities include common stocks and other securities that represent an ownership interest (or right to acquire an ownership interest) in a company or other issuer. MFS focuses on investing the fund's assets in the stocks of companies it believes are undervalued compared to their perceived worth (value companies).

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 mainly in common stocks of large U.S. companies, with a focus on growth stocks. Growth stocks are issued by companies whose earnings are expected to grow faster than those of similar firms, and whose business growth and other characteristics may lead to an increase in stock price. The manager may consider, among other factors, a company's valuation, financial strength, growth potential, competitive position in its industry, projected future earnings, cash flows and dividends when deciding whether to buy or sell investments.

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 dividend income and long-term capital growth primarily through investments in stocks. The fund will normally invest at least 65% of its total assets in stocks, with an emphasis on stocks that have a strong track record of paying dividends or that are expected to increase their dividends over time. T. Rowe Price believes that a track record of dividend increases can be an excellent indicator of financial health and growth prospects, and that over the long term, income can contribute significantly to total return.

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.

American Funds American Balanced R3

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.93%, Net 0.93%

Risk/Potential Return Meter



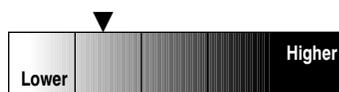
FOR ILLUSTRATIVE PURPOSES ONLY

RLBCX_2

BlackRock Global Allocation Inv A

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.16%, Net 1.15%

Risk/Potential Return Meter



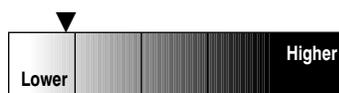
FOR ILLUSTRATIVE PURPOSES ONLY

MDLOX_2

JHancock Bond R2

Fund Manager: Given/Greene
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 1.02%, Net 0.97%

Risk/Potential Return Meter



FOR ILLUSTRATIVE PURPOSES ONLY

JHRBX_2

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.

Investment Objective & Strategy ♦

The investment seeks to provide high total investment return. The fund invests in a portfolio of equity, debt and money market securities. Generally, the fund's portfolio will include both equity and debt securities. It may invest up to 35% of its total assets in "junk bonds," corporate loans and distressed securities. The fund may also invest in Real Estate Investment Trusts ("REITs") and securities related to real assets (like real estate- or precious metals-related securities) such as stock, bonds or convertible bonds issued by REITs or companies that mine precious metals.

Risk and Return Profile

This investment option may be most appropriate for someone willing to balance the risk of principal fluctuation with the potential for greater capital growth over time. 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 risk, including currency fluctuations and political developments.

Investment Objective & Strategy ♦

The investment seeks a high level of current income consistent with prudent investment risk. The fund invests at least 80% of its net assets (plus any borrowings for investment purposes) in a diversified portfolio of bonds. The advisor contemplates that at least 75% of its net assets will be in investment-grade debt securities and cash and cash equivalents. It will not invest more than 10% of its total assets in securities denominated in foreign currencies. Under normal market conditions, the advisor does not anticipate investing more than 25% of its total assets in U.S. dollar-denominated foreign securities (excluding Canadian 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.

Legg Mason BW Global Opps Bd A

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.92%, Net 0.92%

Risk/Potential Return Meter



GOBAX_2

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 the advisor 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. It 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.

Loomis Sayles Core Plus Bond A

Fund Manager: Palfrey/Raczkowski
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.73%, Net 0.73%

Risk/Potential Return Meter



NEFRX_2

Investment Objective & Strategy ♦

The investment seeks high total investment return through a combination of current income and capital appreciation. Under normal market conditions, the fund will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in bonds, which include debt securities of any maturity. In addition, it will invest at least 65% of its net assets in investment grade securities. The fund will generally seek to maintain an effective duration of +/- 2 years relative to the Bloomberg Barclays U.S. Aggregate Bond Index.

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.

Lord Abbett High Yield R4

Fund Manager: Rocco/Lee
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.99%, Net 0.99%

Risk/Potential Return Meter



LHYSX_2

Investment Objective & Strategy ♦

The investment seeks a high current income and the opportunity for capital appreciation to produce a high total return. The fund normally pursues its investment objective by investing at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in lower-rated debt securities, including corporate debt securities and securities that are convertible into common stock or have warrants to purchase common stock. It may invest up to 20% of its net assets in foreign securities that primarily are traded outside of the U.S. The fund may invest up to 20% of its net assets in municipal securities.

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.

PACE Mort-Backed Sec Fixed Inc Invest Y

Fund Manager: Team Managed
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.89%, Net 0.72%

Risk/Potential Return Meter



PFXYY_2

Investment Objective & Strategy ♦

The investment seeks current income. Under normal circumstances, the fund invests at least 80% of its net assets (plus the amount of any borrowing for investment purposes) in a diversified portfolio of mortgage-related fixed income instruments, such as mortgage-backed securities (including mortgage pass-through securities and collateralized mortgage obligations (“CMOs”), commercial mortgage-backed securities, “to be announced” (or “TBA”) securities and mortgage dollar rolls). It also may invest in other types of investment grade fixed income instruments.

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.

PIMCO Real Return A

Fund Manager: Worah/Banet
 Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.98%, Net 0.85%

Risk/Potential Return Meter



PRTNX_2

Investment Objective & Strategy ♦

The investment seeks maximum real return, consistent with preservation of capital and prudent investment management. The fund normally invests at least 80% of its net assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and corporations, which may be represented by forwards or derivatives such as options, futures contracts or swap agreements.

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.

Key Guaranteed Portfolio Fund

Period Ending: 12/31/2016
 Fund Operating Expenses:
 Gross 0.00%, Net 0.00%

Risk/Potential Return Meter



KGPF_2

Investment Objective

As a general account product offered through a group annuity contract, participant principal and interest are fully guaranteed by the entire general account assets of GWL&A, which as of June 30, 2015 were \$31.0 billion and include \$1.9 billion in shareholder equity and accumulated surplus. General Account liabilities as of June 30, 2015 were \$29.0 billion. This means that GWL&A holds an additional 6.6% in capital for every dollar of liability we have. These assets are primarily high-quality, fixed income bonds, with 99% rated investment-grade and 16.2% rated AAA as of June 30, 2015.

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.

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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.

◆ Unless otherwise noted: 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, New York, 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.

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.

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Notice of Investment Returns & Fee Comparison

501083-01 Empyrean Services LLC 401(k) Plan
www.empower-retirement.com/participant

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 the Voice Response System at 1-800-338-4015.

SECTION	Document Summary
1	Investment Rate of Return and Expense Information - Shows investment return information for your plan's investment options. It shows past performance, investment management expenses and General Administrative Services Expenses. The General Administrative Services Expenses table shows non-investment expenses that pay for operating your Plan.
2	Other Investment-Related Fees, Expense Information and Transfer Restrictions - 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	Plan-Related Information - Shows your Plan Related information and Participant Elected Services Expenses tables. 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 03/31/2017									
Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Lifetime									
Great-West Lifetime 2015 Fund T1 ^{1,2}	MXLZX	3.42%	3.42%	8.77%	4.49%	6.32%	9.40%	05/01/2009	1.00%/0.98%
							\$94.00 per \$1,000		\$10.00 per \$1,000 Gross
Bloomberg Barclays US Aggregate Bond TR **		0.82%	0.82%	0.44%	2.68%	2.34%	4.00%	05/01/2009	
							\$40.00 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~
Great-West Lifetime 2020 Fund T1 ^{1,2}	MXAHX	3.79%	3.79%	N/A	N/A	N/A	8.83%	04/29/2016	1.02%/1.00%
							\$88.30 per \$1,000		\$10.20 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	N/A	N/A	N/A	17.59%	04/29/2016	
							\$175.90 per \$1,000		
Great-West Lifetime 2025 Fund T1 ^{1,2}	MXFLX	4.17%	4.17%	10.82%	5.07%	7.84%	11.02%	05/01/2009	1.02%/1.01%
							\$110.20 per \$1,000		\$10.20 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	15.85%	05/01/2009	
							\$158.50 per \$1,000		
Great-West Lifetime 2030 Fund T1 ^{1,2}	MXAUX	4.81%	4.81%	N/A	N/A	N/A	11.28%	04/29/2016	1.05%/1.04%
							\$112.80 per \$1,000		\$10.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	N/A	N/A	N/A	17.59%	04/29/2016	
							\$175.90 per \$1,000		
Great-West Lifetime 2035 Fund T1 ^{1,2}	MXLLX	5.23%	5.23%	13.28%	5.68%	8.98%	12.07%	05/01/2009	1.04%/1.03%
							\$120.70 per \$1,000		\$10.40 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	15.85%	05/01/2009	
							\$158.50 per \$1,000		
Great-West Lifetime 2040 Fund T1 ^{1,2}	MXBEX	5.75%	5.75%	N/A	N/A	N/A	13.23%	04/29/2016	1.07%/1.06%
							\$132.30 per \$1,000		\$10.70 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	N/A	N/A	N/A	17.59%	04/29/2016	
							\$175.90 per \$1,000		
Great-West Lifetime 2045 Fund T1 ^{1,2}	MXRLX	5.77%	5.77%	14.42%	5.75%	9.09%	12.12%	05/01/2009	1.06%/1.05%
							\$121.20 per \$1,000		\$10.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	15.85%	05/01/2009	
							\$158.50 per \$1,000		
Great-West Lifetime 2050 Fund T1 ^{1,2}	MXBQX	6.00%	6.00%	N/A	N/A	N/A	13.59%	04/29/2016	1.07%/1.06%
							\$135.90 per \$1,000		\$10.70 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	N/A	N/A	N/A	17.59%	04/29/2016	
							\$175.90 per \$1,000		
Great-West Lifetime 2055 Fund T1 ^{1,2}	MXXLX	5.89%	5.89%	14.43%	5.48%	8.84%	11.94%	05/01/2009	1.08%/1.07%
							\$119.40 per \$1,000		\$10.80 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	15.85%	05/01/2009	
							\$158.50 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~
Asset Allocation									
Great-West Conserv Profile II Fund I ^{1,2}	MXCPX	2.39%	2.39%	7.15%	3.63%	4.82%	4.74%	09/30/1999	0.90%/0.82%
							\$47.40 per \$1,000		\$9.00 per \$1,000 Gross
Bloomberg Barclays US Aggregate Bond TR **		0.82%	0.82%	0.44%	2.68%	2.34%	4.27%	09/30/1999	
							\$42.70 per \$1,000		
Great-West Mod Conserv Profile II Fund I ^{1,2}	MXDPX	2.95%	2.95%	9.11%	4.47%	6.16%	5.21%	09/27/1999	0.95%/0.87%
							\$52.10 per \$1,000		\$9.50 per \$1,000 Gross
Bloomberg Barclays US Aggregate Bond TR **		0.82%	0.82%	0.44%	2.68%	2.34%	4.27%	09/27/1999	
							\$42.70 per \$1,000		
Great-West Moderate Profile II Fund I ²	MXMPX	3.60%	3.60%	10.97%	5.27%	7.45%	5.61%	09/16/1999	1.01%/0.95%
							\$56.10 per \$1,000		\$10.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	7.61%	09/16/1999	
							\$76.10 per \$1,000		
Great-West Mod Aggr Profile II Fund I ²	MXBPX	4.26%	4.26%	12.71%	5.96%	8.65%	5.74%	09/16/1999	1.06%/1.03%
							\$57.40 per \$1,000		\$10.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	7.61%	09/16/1999	
							\$76.10 per \$1,000		
Great-West Aggressive Profile II Fund I ^{1,2}	MXAPX	5.39%	5.39%	16.16%	7.31%	10.96%	5.82%	09/16/1999	1.16%/1.16%
							\$58.20 per \$1,000		\$11.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	7.61%	09/16/1999	
							\$76.10 per \$1,000		
International Funds									
Brandes International Equity A ^{1,2}	BIEAX	5.31%	5.31%	12.17%	1.15%	6.15%	0.61%	01/31/2011	1.18%/1.18%
							\$6.10 per \$1,000		\$11.80 per \$1,000 Gross
Morningstar Global Markets ex-US GR USD**		7.98%	7.98%	14.40%	2.24%	5.76%	2.61%	01/31/2011	
							\$26.10 per \$1,000		
Columbia Emerging Markets A ²	EEMAX	12.30%	12.30%	15.38%	1.10%	2.06%	2.04%	09/27/2007	1.69%/1.61%
							\$20.40 per \$1,000		\$16.90 per \$1,000 Gross
Morningstar Emerging Markets GR USD**		11.68%	11.68%	18.28%	2.44%	1.94%	3.74%	09/27/2007	
							\$37.40 per \$1,000		
Great-West MFS Intl Value Fund I ^{1,2}	MXIVX	7.17%	7.17%	8.98%	5.89%	10.49%	2.08%	12/01/1993	1.10%/1.07%
							\$20.80 per \$1,000		\$11.00 per \$1,000 Gross
Morningstar Global Markets ex-US GR USD**		7.98%	7.98%	14.40%	2.24%	5.76%	2.61%	12/01/1993	
							\$26.10 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~
MFS Global Equity R3 ^{1,2}	MWEHX	7.81%	7.81%	13.13%	5.41%	10.09%	6.23%	04/01/2005	1.22%/1.22%
							\$62.30 per \$1,000		\$12.20 per \$1,000 Gross
Morningstar Global Markets ex-US GR USD**		7.98%	7.98%	14.40%	2.24%	5.76%	2.61%	04/01/2005	
							\$26.10 per \$1,000		
Specialty									
BlackRock Health Sciences Opps Inv A ²	SHSAX	10.40%	10.40%	14.92%	12.02%	18.09%	13.20%	12/21/1999	1.19%/1.19%
							\$132.00 per \$1,000		\$11.90 per \$1,000 Gross
Morningstar US Healthcare Sector TR USD**		8.64%	8.64%	11.54%	10.18%	16.94%	10.83%	12/21/1999	
							\$108.30 per \$1,000		
MFS Technology R3 ^{1,2}	MTCHX	12.80%	12.80%	23.35%	13.62%	14.13%	10.99%	04/01/2005	1.27%/1.27%
							\$109.90 per \$1,000		\$12.70 per \$1,000 Gross
Morningstar US Technology Sector TR USD**		12.48%	12.48%	26.20%	15.53%	13.68%	11.15%	04/01/2005	
							\$111.50 per \$1,000		
Small Cap Funds									
Great-West S&P SmallCap 600 Index Fund I ^{1,2}	MXISX	0.98%	0.98%	23.97%	8.83%	13.65%	8.24%	12/01/1993	0.60%/0.60%
							\$82.40 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar US Small Cap TR USD**		3.15%	3.15%	22.36%	7.45%	12.51%	8.02%	12/01/1993	
							\$80.20 per \$1,000		
Janus Venture S ²	JVTSX	6.58%	6.58%	18.42%	8.34%	12.43%	8.14%	05/06/2011	1.19%/1.19%
							\$81.40 per \$1,000		\$11.90 per \$1,000 Gross
Morningstar US Small Growth TR USD**		5.76%	5.76%	20.69%	6.23%	11.34%	7.89%	05/06/2011	
							\$78.90 per \$1,000		
Undiscovered Mgrs Behavioral Value A ^{1,2}	UBVAX	1.98%	1.98%	17.76%	9.23%	13.90%	8.50%	06/04/2004	1.98%/1.44%
							\$85.00 per \$1,000		\$19.80 per \$1,000 Gross
Morningstar US Small Value TR USD**		1.46%	1.46%	24.25%	8.17%	13.42%	8.45%	06/04/2004	
							\$84.50 per \$1,000		
Mid Cap Funds									
Great-West S&P Mid Cap 400 Index Fund I ^{1,2}	MXMDX	3.78%	3.78%	20.18%	8.70%	12.66%	11.71%	01/20/2011	0.60%/0.60%
							\$117.10 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar US Mid Cap TR USD**		5.69%	5.69%	18.28%	8.94%	13.43%	12.62%	01/20/2011	
							\$126.20 per \$1,000		
Janus Enterprise S ²	JGRTX	7.05%	7.05%	16.37%	10.44%	12.98%	9.26%	07/06/2009	1.18%/1.18%
							\$92.60 per \$1,000		\$11.80 per \$1,000 Gross

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Morningstar US Mid Core TR USD**		6.30%	6.30%	17.07%	9.21%	13.50%	8.69%	07/06/2009	
							\$86.90 per \$1,000		
Victory Sycamore Established Value A ^{1,2}	VETAX	5.06%	5.06%	21.60%	11.52%	14.45%	9.85%	05/05/2000	0.95%/0.95%
							\$98.50 per \$1,000		\$9.50 per \$1,000 Gross
Morningstar US Mid Value TR USD**		3.26%	3.26%	22.79%	10.61%	15.96%	8.10%	05/05/2000	
							\$81.00 per \$1,000		
Large Cap Funds									
MFS Value A ^{1,2}	MEIAX	4.73%	4.73%	16.70%	8.82%	12.80%	6.88%	01/02/1996	0.86%/0.86%
							\$68.80 per \$1,000		\$8.60 per \$1,000 Gross
Morningstar US Large Value TR USD**		2.51%	2.51%	17.84%	8.78%	12.03%	4.64%	01/02/1996	
							\$46.40 per \$1,000		
Putnam Growth Opportunities A ²	POGAX	9.85%	9.85%	19.21%	9.82%	12.80%	8.97%	10/02/1995	1.02%/1.02%
							\$89.70 per \$1,000		\$10.20 per \$1,000 Gross
Morningstar US Large Growth TR USD**		9.16%	9.16%	12.65%	11.06%	12.73%	8.57%	10/02/1995	
							\$85.70 per \$1,000		
T. Rowe Price Dividend Growth Adv ^{1,2}	TADGX	4.93%	4.93%	14.35%	9.62%	12.56%	7.48%	12/29/2005	0.91%/0.91%
							\$74.80 per \$1,000		\$9.10 per \$1,000 Gross
Morningstar US Large Cap TR USD**		6.26%	6.26%	17.26%	10.36%	13.14%	7.47%	12/29/2005	
							\$74.70 per \$1,000		
Balanced Funds									
American Funds American Balanced R3 ^{1,2}	RLBCX	4.12%	4.12%	10.83%	6.91%	9.52%	6.54%	06/04/2002	0.93%/0.93%
							\$65.40 per \$1,000		\$9.30 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	7.61%	06/04/2002	
							\$76.10 per \$1,000		
BlackRock Global Allocation Inv A ²	MDLOX	4.40%	4.40%	8.92%	2.78%	4.92%	4.86%	10/21/1994	1.16%/1.15%
							\$48.60 per \$1,000		\$11.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		5.61%	5.61%	18.35%	10.01%	13.22%	7.61%	10/21/1994	
							\$76.10 per \$1,000		
Bond Funds									
JHancock Bond R2 ²	JHRBX	1.36%	1.36%	3.48%	2.99%	4.05%	5.71%	03/01/2012	1.02%/0.97%
							\$57.10 per \$1,000		\$10.20 per \$1,000 Gross
Morningstar US Core Bond TR USD**		0.85%	0.85%	0.43%	2.87%	2.52%	4.49%	03/01/2012	
							\$44.90 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~
Legg Mason BW Global Opps Bd A ^{1,2}	GOBAX	5.40%	5.40%	1.82%	0.74%	2.20%	5.28%	03/10/2010	0.92%/0.92%
							\$52.80 per \$1,000		\$9.20 per \$1,000 Gross
Morningstar Global Markets ex-US Governm**		-0.56%	-0.56%	-0.47%	4.08%	4.14%	4.09%	03/10/2010	
							\$40.90 per \$1,000		
Loomis Sayles Core Plus Bond A ²	NEFRX	1.85%	1.85%	5.02%	2.36%	3.65%	5.95%	11/07/1973	0.73%/0.73%
							\$59.50 per \$1,000		\$7.30 per \$1,000 Gross
Morningstar US Core Bond TR USD**		0.85%	0.85%	0.43%	2.87%	2.52%	4.49%	11/07/1973	
							\$44.90 per \$1,000		
Lord Abbett High Yield R4 ²	LHYSX	2.81%	2.81%	16.74%	5.35%	7.57%	7.55%	06/30/2015	0.93%/0.93%
							\$75.50 per \$1,000		\$9.30 per \$1,000 Gross
BofAML US High Yield Master II TR USD**		2.71%	2.71%	16.88%	4.62%	6.85%	7.34%	06/30/2015	
							\$73.40 per \$1,000		
PACE Mort-Backed Sec Fixed Inc Invest Y ^{1,2}	PFXYX	0.70%	0.70%	0.97%	2.61%	1.94%	4.13%	02/02/2001	0.89%/0.72%
							\$41.30 per \$1,000		\$8.90 per \$1,000 Gross
Morningstar US Core Bond TR USD**		0.85%	0.85%	0.43%	2.87%	2.52%	4.49%	02/02/2001	
							\$44.90 per \$1,000		
PIMCO Real Return A ²	PRTNX	1.77%	1.77%	2.36%	1.33%	0.62%	4.10%	01/29/1997	0.98%/0.85%
							\$41.00 per \$1,000		\$9.80 per \$1,000 Gross
Morningstar US TIPS TR USD**		1.38%	1.38%	1.53%	2.10%	1.02%	4.30%	01/29/1997	
							\$43.00 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 the Web site listed above or call the Voice Response System to find the current rate.

Fixed Return Investments as of 04/27/2017					
Investment Option	Current Fixed Rate	Gross/Net Investment Expenses~	Minimum Rate	Frequency of Fixed Rate Setting	Term
Key Guaranteed Portfolio Fund	1.10%	0.35%/0.35%	0.00%	Quarterly	06/30/2017
	\$11.00 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 12/31/2014, 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 12/31/2014, 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 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.

~ 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. Part of these fees may be shared with the plan's service providers and, under an agreement with the applicable plan fiduciaries, may be used to help pay for plan administration and/or recordkeeping fees. The plan's fiduciaries may make changes to the plan's investments at any time subject to applicable notice requirements. 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 04/27/2017				
Fee Type	Annual Amount	Quarterly Amount	Frequency	Description
Asset Based Charge	0.65%	0.1625%	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.
	\$6.50 per \$1,000	\$1.63 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 04/27/2017**

Investment Option	Transfer Rule	Shareholder Type Fees^
Great-West Lifetime 2015 Fund T1	3	
Great-West Lifetime 2025 Fund T1	3	
Great-West Lifetime 2035 Fund T1	3	
Great-West Lifetime 2045 Fund T1	3	
Great-West Lifetime 2055 Fund T1	3	
Great-West Conserv Profile II Fund I	3	
Great-West Mod Conserv Profile II Fund I	3	
Great-West Aggressive Profile II Fund I	3	
Brandes International Equity A	3	
Great-West MFS Intl Value Fund I	2,3	
MFS Global Equity R3	2	
MFS Technology R3	2	
Great-West S&P SmallCap 600 Index Fund I	3	
Undiscovered Mgrs Behavioral Value A	1	
Great-West S&P Mid Cap 400 Index Fund I	3	
Victory Sycamore Established Value A	3	
MFS Value A	2	
T. Rowe Price Dividend Growth Adv	5	
American Funds American Balanced R3	2	
Legg Mason BW Global Opps Bd A	3	
PACE Mort-Backed Sec Fixed Inc Invest Y	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 - 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 #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 90 days.

Rule #5 - 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 90 days.

^ 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 – 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 the Voice Response System 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 the Voice Response System.

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.

Participant Elected Services Expenses as of 04/27/2017			
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.
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.

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 Empower Retirement, PO Box 173764, Denver, CO 80217-3764.

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