

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

Goodwin College Savings & Retirement Plan

336129-01

Participant Information

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

Direct Rollover Information

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

I am choosing a:

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

Previous Provider Information:

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

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

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

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

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

(A) Existing Ongoing Allocations

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

(B) Select Your Own Investment Options

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

INVESTMENT OPTION				INVESTMENT OPTION			
NAME	TICKER	CODE	%	NAME	TICKER	CODE	%
*Great-West SecureFoundation Balanced Svc...	MXSHX	MXSBL1	_____	Principal MidCap A.....	PEMGX	PEMGX	_____
Great-West Lifetime 2015 Fund Svc.....	MXLZX	MX15A1	_____	Franklin Rising Dividends A.....	FRDPX	FRDPX	_____
Great-West Lifetime 2025 Fund Svc.....	MXFLX	MX25A1	_____	Franklin Growth A.....	FKGRX	FKGRX	_____
Great-West Lifetime 2035 Fund Svc.....	MXLLX	MX35A1	_____	Great-West S&P 500 Index Fund Inv.....	MXVIX	MXINS	_____
Great-West Lifetime 2045 Fund Svc.....	MXRLX	MX45A1	_____	JPMorgan Equity Income A.....	OIEIX	OIEIX	_____
Great-West Lifetime 2055 Fund Svc.....	MXXLX	MX55A1	_____	BlackRock High Yield Bond Inv A.....	BHYAX	BHYAX	_____
American Funds New Perspective R3.....	RNPCX	RNPCX	_____	Metropolitan West Total Return Bond M.....	MWTRX	MWTRX	_____
Artisan International Value Investor.....	ARTKX	ARTKX	_____	PIMCO Income A.....	PONAX	PONAX	_____
Ivy Science & Technology Y.....	WSTYX	WSTYX	_____	Templeton Global Total Return A.....	TGTRX	TGTRX	_____

Last Name

First Name

M.I.

Social Security Number

INVESTMENT OPTION**INVESTMENT OPTION**

<u>NAME</u>	<u>TICKER</u>	<u>CODE</u>	<u>%</u>	<u>NAME</u>	<u>TICKER</u>	<u>CODE</u>	<u>%</u>
MFS Utilities A.....	MMUFX	MMUFX	_____	Key Guaranteed Portfolio Fund.....	N/A	KGPF	_____
Oppenheimer Gold & Special Minerals A.....	OPGSX	OPGSX	_____	MUST INDICATE WHOLE PERCENTAGES = 100%			
Great-West S&P SmCap 600 Index Fund Inv...	MXISX	MXIN6	_____				

Participation Agreement

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

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 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.

Last Name

First Name

M.I.

Social Security Number

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.

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

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.

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

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.

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

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

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

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

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

What is the GLWB?

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

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

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

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