STAY IN THE SMART PLAN

Even if you are no longer employed by the Commonwealth of Massachusetts or a local municipality, you can keep your Massachusetts Deferred Compensation SMART Plan (SMART Plan) account balance in the Plan. In fact, you have a number of options with your SMART Plan account. Continuing to save in the SMART Plan may provide you with better retirement opportunities than other investment products.

SIX REASONS TO STAY WITH THE SMART PLAN

1. You might pay less in fees if you stay in the SMART Plan.

If you are considering a rollover of your SMART Plan account be sure to compare your current SMART Plan fee structure with the new provider or plan you are considering. Be sure that you are aware of ALL the possible fees that you will have to pay. Fees may be assessed within the performance or pricing of the investment options. Be sure to ask for a full disclosure of all fees associated with any new plan. Consider all options. After all, it’s your money.

2. The SMART Plan is competitively priced.

The SMART Plan offers you investment products that are competitively priced when compared to many other mutual funds. Low investment fees help to keep more of your retirement money working for you in your portfolio.

3. You can roll money into the SMART Plan.

If you have qualified plan assets, such as a 401(k) or IRA, you may be eligible to roll over these assets into the SMART Plan. You have the opportunity to consolidate your retirement funds so that you receive one benefit statement for all plans from one service provider.

4. You retain distribution flexibility with a variety of payout options.

You can keep your money in the SMART Plan - even if you retire or leave your job - or you may choose from a variety of distribution options to suit your financial needs, including periodic payments and partial withdrawals. You can also change your distribution arrangement as many times as necessary to meet your needs.

5. Quick and easy transfers among investment options are still available.

Stay in your SMART Plan and there is no paperwork required to transfer your assets among investment options. You can initiate transfers online or by phone and they will be processed within 24 hours.

6. The SMART Plan offers flexible, easy account management.

You may continue to call the service center at 1-877-457-1900 or speak with a local SMART Plan representative about your Plan-specific questions. The website at www.mass-smart.com allows you to log in to your SMART Plan account to manage your retirement savings and access financial education information that can help you effectively prepare for retirement. Access the service center, local representatives and the website for account information or to make changes to your investments.

Possible Tax Consequences: Taking your money out of your SMART Plan could mean tax consequences.

For example, if a 45-year-old participant leaves a balance of $50,000 in a tax-deferred account with a hypothetical 8% average annual rate of return per year until age 65, that participant could have $246,340 when he or she retires.* While you may have good intentions of investing your retirement money after taking a distribution, the fact is that most people spend it. The table below shows the potential growth that could be missed if a participant cashed out all of his or her retirement plan account balance at age 45.
Potential Growth Rates Compounded Annually

<table>
<thead>
<tr>
<th>Age</th>
<th>4% Annual Growth</th>
<th>8% Annual Growth</th>
</tr>
</thead>
<tbody>
<tr>
<td>45</td>
<td>$50,000</td>
<td>$50,000</td>
</tr>
<tr>
<td>55</td>
<td>$74,542</td>
<td>$110,982</td>
</tr>
<tr>
<td>65</td>
<td>$111,129</td>
<td>$246,340</td>
</tr>
</tbody>
</table>

* FOR ILLUSTRATIVE PURPOSES ONLY. This illustration is hypothetical and does not represent the performance of any investment options. It assumes a 4% and 8% annual rate of return and reinvestment of earnings, with no withdrawals. Rates of return may vary. Taxes have not been calculated in this illustration. The illustration does not reflect any charges, expenses or fees that may be associated with your Plan. The tax-deferred accumulations shown above would be reduced if these fees have been deducted.

Now let's look at what could happen to that $50,000 if the participant took a full or lump-sum distribution.

A mandatory 20% of the distribution, or $10,000, would be withheld to "pre-pay" the federal income tax. However, more or less than 20% may be owed, depending on the participant's specific tax situation. Let's say he or she is in the 25% tax bracket. The participant will owe the Internal Revenue Service an additional 5%, or $2,500, as illustrated below. Please note that this illustration does not account for possible state income taxes that may be applicable to such distributions.

### The Impact of Federal Taxes

<table>
<thead>
<tr>
<th>Account Balance</th>
<th>$50,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Income Tax (mandatory withholding of 20%)</td>
<td>($10,000)</td>
</tr>
<tr>
<td>Federal Income Tax (due at tax time, additional 5%)</td>
<td>($2,500)</td>
</tr>
<tr>
<td>Potential Total (less taxes)</td>
<td>$37,500</td>
</tr>
</tbody>
</table>

**Questions?** Contact a local SMART Plan representative at 1-877-457-1900 who can work with you and provide information about the SMART Plan that may affect your decision.²³

1 You must be receiving payments by April 1 of the calendar year following the later of the calendar year in which you attain age 70½ or the calendar year in which you retire.
2 Access to the voice response system and website may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons. Transfer requests made via the website or voice response system received on business days prior to close of the New York Stock Exchange (4:00 p.m. Eastern Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.
3 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.

Core 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.

©2013 Great-West Life & Annuity Insurance Company. All rights reserved. Not intended for Plans whose situs is in New York. Form# CB1096SIP (01/2013)
PT164653
**When would I use this form?**

When I am requesting a withdrawal and I am no longer employed by the employer/company sponsoring this Plan.

**Additional Information**

- For purposes of this form, the terminology 'Separation' is the same as 'Severance', 'Employment' is the same as 'Service' and 'Withdrawal' is the same as 'Distribution'.
- If I have an existing life insurance policy owned by the Plan, I must contact 1-877-457-1900 to request a life insurance carrier form that will provide me with the options available in regards to my life insurance and complete, if applicable, pursuant to instructions provided on such form.
- By logging into my account on the Web site at www.mass-smart.com, I may confirm the address that is on file and track the status of this withdrawal request.
- For questions regarding this form, refer to the attached Participant Withdrawal Guide ("Guide"), visit the Web site at www.mass-smart.com or contact Service Provider at 1-877-457-1900.
- Return Instructions for this form are in Section H.
- Use black or blue ink when completing this form.

**A What is my personal information?**

(Continue to the next section after completing.)

<table>
<thead>
<tr>
<th>Account Extension</th>
<th>Social Security Number or Taxpayer Identification Number</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Account Extension**

- [ ]

**Social Security Number or Taxpayer Identification Number**

- [ ]

**Last Name**

- Last Name

**First Name**

- First Name

**M.I.**

- M.I.

**Date of Birth (mm/dd/yyyy)**

- Date of Birth

**Division/Payroll Center**

- Division/Payroll Center

**Email Address - By providing an email address above, I am consenting to receive emails related to this request.**

- Email Address

**Select One:**

- U.S. Citizen
- U.S. Resident Alien
- Non-Resident Alien or Other

**Country of Residence (Required)**

- Country of Residence

**B What is my reason for this withdrawal?**

(Continue to the next section after completing.)

- [ ] I have Separated from Employment/Retired
- [ ] Required Minimum Distribution (Age 70½ or older)

**Separation from Employment Date (Required):**

- Separation from Employment Date

**Payable to Me as a One-time Withdrawal**

- [ ] Payable to Me Amount: __________% or $______________

**Contribution Source:**

- Contribution Source:

**If I am electing this option for my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.**

- [ ] Net Amount (The amount I will receive after applicable income taxes and fees are withheld.)
- [ ] Gross Amount (The amount I will receive will be less than the amount requested after applicable income taxes and fees are withheld.)

**100% Withdrawal With A Portion Payable to Me and the Remaining Balance as a Direct Rollover**

- [ ] Net Amount (The amount I will receive after applicable income taxes and fees are withheld.)
- [ ] Gross Amount (The amount I will receive will be less than the amount requested after applicable income taxes and fees are withheld.)

**Non-Roth**

- [ ] Payable to Me Amount: __________% or $______________ (If the Payable to Me Amount is to fulfill my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.)

**Direct Rollover Amount: 100% of the remaining balance**

- [ ] Eligible Retirement Plan:
- [ ] 401(a)
- [ ] 401(k)
- [ ] 403(b)
- [ ] Governmental 457(b)
- [ ] Traditional IRA
- [ ] Roth IRA (Taxable event - Subject to ordinary income taxes)
What type of withdrawal and how much am I requesting?

100% withdrawal will be the Maximum Amount Available

(Continue to the next section after completing.)

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td><strong>Roth</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Payable to Me Amount</td>
<td><strong><strong><strong><strong><strong>% or $</strong></strong></strong></strong></strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Direct Rollover Amount</td>
<td><strong>100</strong> % of the remaining balance</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Eligible Retirement Plan (Must have a designated Roth Account):</td>
<td>[ ] 401(k)</td>
<td>[ ] 403(b)</td>
<td>[ ] Governmental 457(b)</td>
</tr>
<tr>
<td>[ ] Roth IRA</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

[ ] Rollover to an IRA or an Eligible Retirement Plan as a One-time Withdrawal

<p>| | | | |</p>
<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td><strong>Non-Roth</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Eligible Retirement Plan:</td>
<td>[ ] 401(a)</td>
<td>[ ] 401(k)</td>
<td>[ ] 403(b)</td>
</tr>
<tr>
<td>Amount __________ % or $__________</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Traditional IRA</td>
<td>Amount __________ % or $__________</td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Roth IRA</td>
<td>Amount __________ % or $__________</td>
<td>(Taxable event - Subject to ordinary income taxes)</td>
<td></td>
</tr>
</tbody>
</table>

<p>| | | | |</p>
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<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Roth</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amount __________ % or $__________</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Roth IRA</td>
<td>Amount __________ % or $__________</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Required Minimum Distribution

If I am requesting a 100% Withdrawal as a Direct Rollover and I am age 70½ or older by the end of this year, I am no longer working for the employer/company sponsoring this Plan, and if I have not yet satisfied my required minimum distribution for this year, my required amount must be distributed prior to processing this rollover request.

Required Minimum Distribution Amount $___________________

Unless I make a selection below, the Required Minimum Distribution will be prorated from all contribution sources.

Withdraw from (Select One):
<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] Non-Roth contribution sources only</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Roth contribution sources only</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Complete Required Minimum Distribution portion of the “How will my income taxes be withheld?” section.

[ ] Periodic Installment Payments (Complete the information below.)

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td>I am requesting to establish a new Periodic Installment Payment.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>I am making a change to an existing Periodic Installment Payment.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>I am requesting a one-time withdrawal payable to me of $__________ or __________% at the same time I am requesting this Periodic Installment Payment.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Unless I make a selection below, the payment will be calculated and prorated from all contribution sources.

[ ] Deplete Non-Roth Contribution Sources First (Once the Non-Roth contribution sources are depleted, the payment will continue and will then be prorated between all available Roth contribution sources.)

OR

[ ] Deplete Non-Roth Contribution Sources Only (The payment will stop once the Non-Roth contribution sources are depleted.)

OR

[ ] Deplete Roth Contribution Sources Only (The payment will stop once the Roth contribution sources are depleted.)

First Payment Processing Date: _____/_____/______ (1st - 28th only)

Frequency - Select One:
<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>[ ] Monthly</td>
<td>[ ] Quarterly</td>
<td>[ ] Semi-Annually</td>
<td>[ ] Annually</td>
</tr>
</tbody>
</table>

Payment Type - Select One:
<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>[ ] Amount Certain (Gross Amount Only) $__________</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>[ ] Period Certain (Specific Number of Years) ________</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
If I am requesting a Rollover,

To whom do I want my withdrawal payable and where should it be sent? (Continue to the next section after completing.)

Do not complete if requesting Payable to Me.

Non-Roth

Roth

- If I would like to direct Roth earnings to a Rollover payee other than the one listed below, I must attach a letter of instruction listing the same information that is required in this section and must include the type of payee, my name, social security number, signature and date.

Name of Trustee/Custodian/Provider (To whom the check is made payable)

Mailing Address

City/State/Zip Code

Phone Number

Account Number

Retirement Plan Name (if applicable)

Name of Trustee/Custodian/Provider (To whom the check is made payable)

Mailing Address

City/State/Zip Code

Phone Number

Account Number

Retirement Plan Name (if applicable)

E

How do I want my withdrawal delivered? (Continue to the next section after completing.)

Select One - Delivery of payment is based on completion of the withdrawal process, which includes receipt of a complete request in good order and additional/required information from my employer. If no option is selected, a check will be sent regular mail.

- Check by United States Postal Service (USPS) mail
  - Estimated delivery time is 7-10 business days
  - No additional charge

- Check by Express Delivery
  - Estimated delivery time is 1-2 business days
  - In addition to any withdrawal fees, a $25.00 non-refundable charge will be deducted from my withdrawal amount.
  - If both Non-Roth and Roth money sources are distributed, the $25.00 charge will apply to each, totaling $50.00
  - Not available for Periodic Installment Payments
  - Available for delivery, Monday - Friday only, with no signature required upon delivery
  - If address is a P.O. Box, check will be sent by USPS Express and estimated delivery time is 2-3 business days.

- Direct Deposit via Automated Clearing House (ACH)
  - Estimated delivery time is 2-3 business days
  - In addition to any withdrawal fees, a $15.00 non-refundable charge will be deducted from my withdrawal amount.
  - If both Non-Roth and Roth money sources are distributed, the $15.00 charge will apply to each, totaling $30.00
  - Not available for Direct Rollovers
  - Available for Periodic Installment Payments at no charge
  - If I have requested a periodic installment payment and my first payment processing date does not allow for the 10 day pre-notification process, I understand that my first payment will be sent by check to my address on file.
  - The name on my checking/savings account MUST match the name on file with Service Provider.

- Checking Account - Include a copy of a preprinted voided check for the receiving account. I may also attach a letter on financial institution letterhead, signed by a representative from the receiving institution, which includes my name, checking account number and ABA routing number.

- Savings Account - Include a letter on financial institution letterhead, signed by a representative from the receiving institution, which includes my name, savings account number and ABA routing number.

An ACH request cannot be sent to a prepaid debit card, business account or other retirement Plan. If the ACH information outlined above is missing, incomplete or inaccurate, this request may be rejected and my withdrawal may be delayed. By requesting my withdrawal via ACH deposit, I certify, represent and warrant that the account requested for an ACH deposit is established at a financial institution or a branch of a financial institution located within the United States and there are no standing orders to forward any portion of my ACH deposit to an account that exists at a financial institution or a branch of a financial institution in another country. I understand that it is my obligation to request a stop to this ACH deposit request if an order to transfer any portion of payments to a financial institution or a branch of a financial institution outside the United States will be implemented in the future. Service Provider reserves the right to reject the ACH request and deliver any payment via check in lieu of direct deposit.

- Wire Transfer
  - Estimated delivery time is 1-2 business days
  - In addition to any withdrawal fees, a $40.00 non-refundable charge will be deducted from my withdrawal amount.
  - If both Non-Roth and Roth money sources are distributed, the $40.00 charge will apply to each, totaling $80.00
  - Not available for Periodic Installment Payments
  - Include a letter on financial institution letterhead, signed by a representative from the receiving institution, which provides the wire transfer instructions. The letter must include the following wire transfer information: Bank Name, complete Bank Mailing Address, including City, State and Zip Code, Account Name, Account Number, ABA Routing Number and "For Further Credit to" Name and Account Number.
  - Additional fees may apply at the receiving financial institution.
  - Service Provider is not responsible for inaccurate wire transfer instructions.
I should refer to and read the attached 402(f) Notice of Special Tax Rules on Distributions and the Guide, as well as information from the Department of Revenue for my state of residence.

If applicable, I must attach IRS Form W-4P and/or my State Income Tax withholding form to make tax elections when required. In the event these forms are required for my withdrawal and not submitted, Service Provider will withhold in accordance with applicable Federal and State regulations.

**Federal Income Tax**
- Federal Income Tax will be withheld based on the reason and type of withdrawal I have selected.
  - [ ] Do not withhold 10% Federal Income Tax from my Required Minimum Distribution.
  - I would like additional Federal Income Tax withholding (Optional):
    - % or $ __________________
    - (This is in addition to any mandatory Federal Income Tax withheld based on the reason and type of withdrawal I have selected.)

**Required Minimum Distribution Only (Age 70½ or Older)**
- 10% of my taxable distribution will be withheld for Federal Income Tax, unless I check the box below:
  - [ ] Do not withhold 10% Federal Income Tax from my Required Minimum Distribution.
  - I would like additional Federal Income Tax withholding (Optional):
    - % or $ __________________
    - (This is in addition to any 10% Federal Income Tax withholding)

**State Income Tax**
- State Income Tax withholding is mandatory in some states and will be withheld regardless of any election below. I would like additional State Income Tax withholding:
  - % or $ __________________
  - (This is in addition to any mandatory State Income Tax withheld based on the reason and type of withdrawal.)

- Certain states allow an election for no State Income Tax withholding depending on the reason and type of withdrawal I have selected. For these states only, State Income Tax will be withheld unless I elect otherwise below.
- If the checkbox is not marked below, I choose to have State Income Tax withheld from my withdrawal. I would also like to have additional State Income Tax withholding:
  - % or $ __________________
  - (This is in addition to any elective State Income Tax withheld based on the reason and type of withdrawal.)

  - [ ] Do not withhold State Income Tax (if election is permitted and I have attached the proper election form if required by my state).

  - Certain states do not require mandatory State Income Tax withholding but allow to elect State Income Tax withholding depending on the reason and type of withdrawal I have selected.

  - [ ] I would like State Income Tax withheld - Optional State Income Tax withholding:
    - % or $ __________________
    - (If this optional income tax election is permitted. I also have attached the proper income tax election form if required by my state to elect this optional withholding.)

---

I acknowledge that I have read, understand and agree to all pages of this Separation from Employment Withdrawal Request, the Participant Withdrawal Guide and the 402(f) Notice of Special Tax Rules on Distributions and affirm that all information that I have provided is true and correct.

I understand the following:
- Any election on this Withdrawal Form is effective for 180 days.
- It is my responsibility to ensure that this election conforms with all applicable provisions of the Internal Revenue Code (the "Code") and that the Plan into which I am rolling money over will accept the dollars, if applicable.
- I am liable for any income tax and/or penalties assessed by the IRS and/or state tax authorities for any election I have chosen.
- Once a payment has been processed, it cannot be changed or reversed.
- In the event that any section of this form is incomplete or inaccurate, Service Provider may not process the transaction requested on this form and may require a new form or that I provide additional or proper information before the transaction can be processed.
- 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.
- Under penalty of perjury, I certify that the Social Security Number (or Taxpayer Identification Number) shown in Section A is correct. I am a U.S. person if I marked U.S. citizen or U.S. resident alien box in Section A.
- The Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, 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.
- For at least 30 days after my receipt of the 402(f) Notice of Special Tax Rules on Distributions, I have the right to consider whether to consent to a withdrawal of the vested account balance or elect a direct rollover of any vested portion of the eligible rollover withdrawal. By signing this form less than 30 days after I received the 402(f) Notice of Special Tax Rules on Distributions, I affirmatively waive any unexpired portion of the 30 day period and affirmatively elect a withdrawal from the account pursuant to this Separation from Employment Withdrawal form.
**My Consent**

My withdrawal may be subject to withdrawal fees and/or loss of interest based upon my investment options, my length of time in the Plan and other possible considerations. If I have not been advised of the fees and risks associated with my withdrawal, I may contact Service Provider for a withdrawal quote at 1-877-457-1900.

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

Before signing this form: I must sign this form in the presence of a Notary Public if my withdrawal request will include a change of address or check delivery to an alternate mailing address. The date that I sign this form must match the date of the Notary Public signature.

**My Signature**

**Date (Required)**

**My Change of Address/Alternate Address Notarization**

- **Permanent Address Change** - I would like the address on my account to be updated with this address. If I am requesting a check, I understand that it will be mailed to this address.

<table>
<thead>
<tr>
<th>Mailing Address</th>
<th>City/State/Zip Code</th>
</tr>
</thead>
</table>

- **Alternate Mailing Address** - I would like my withdrawal check to be sent to the following alternate mailing address. I understand that this address will be used for this withdrawal only.

<table>
<thead>
<tr>
<th>Alternate Mailing Address</th>
<th>City/State/Zip Code</th>
</tr>
</thead>
</table>

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

The date I sign this form must match the date on which my signature in 'My Consent' section was notarized.

**Statement of Notary**

NOTE: Notary seal must be visible.

- This request was subscribed and sworn (or affirmed) to before me
- State of ______________) on this ______ day of ___________ year ________, by ___________________________  
  ________________)ss. ___________________________
- County of ______________) proved to me on the basis of satisfactory evidence to be the person who appeared before me.

**Notary Public**

My commission expires __ / __ / ____________

**Where should I send this form?**

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

- **Fax to:** Empower Retirement™ 1-866-745-5766
- **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 (GWL&A), Corporate Headquarters: Greenwood Village, CO; Great-West Life & Annuity Insurance Company of New York, Home Office: White Plains, NY; and their subsidiaries and affiliates. All trademarks, logos, service marks, and design elements used are owned by their respective owners and are used by permission.
The Separation from Employment Withdrawal Request

Before completing the form, please note the following information:

- I must be eligible to receive a withdrawal from my employer’s Plan.
- All pages of the Separation from Employment Withdrawal Request form (“Withdrawal Form”) must be returned excluding the Participant Withdrawal Guide and the 402(f) Notice of Special Tax Rules on Distributions.
- Neither this Guide nor this Withdrawal Form are intended to provide tax or legal advice. In the preparation of this Withdrawal Form, and where I deem appropriate, I will seek a consultation with my accountant and/or tax advisor.
- Empower Retirement™ (“Service Provider”) cannot release the funds until my employer approves the withdrawal from the Plan.
- I must complete a separate Withdrawal Form for each account or plan number.
- If I am a Beneficiary, I need to complete and submit a Death Benefit Claim Request form rather than this Withdrawal Form.
- If I am an Alternate Payee, I need to complete and submit an Alternate Payee QDRO Distribution Request rather than this Withdrawal Form.
- If I have an existing life insurance policy owned by the Plan, I must contact 1-877-457-1900 to request a life insurance carrier form that will provide me with the options available in regards to my life insurance and complete, if applicable, pursuant to instructions provided on such form.
- The life insurance proceeds will not be included in any withdrawal requested on this form unless I have surrendered the life insurance policy and proceeds were received by the Service Provider, if applicable, prior to completion of this Withdrawal Form. I will need to submit a separate Withdrawal Form to withdraw the life insurance surrender proceeds from my retirement account, if proceeds have not been received by the Service Provider.

Changes to My Request

- Any changes to this Withdrawal Form must be crossed-out and initialed. If I do not initial all changes, this Withdrawal Form may be returned to me for verification.

Incomplete or Inaccurate Information

- In the event that any section of this Withdrawal Form is incomplete or inaccurate, Service Provider may not be able to process the transaction requested on this Withdrawal Form. I may be required to complete a new form or provide additional or proper information before the transaction will be processed.

Section A: What is my personal information?

- All information in this section must be completed.
- Personal information will be kept confidential.

Section B: What is my reason for this withdrawal?

- I must designate only one withdrawal reason in order for my request to be processed. If more than one withdrawal reason is elected, this Withdrawal Form may be returned to me for further clarification.
- The withdrawal will be prorated against all available investment sources.
- The following is a brief explanation of each of the withdrawal reasons and associated requirements listed on this Withdrawal Form.

I have Separated from Employment/Retired

- I would check this box to request a withdrawal from my account due to my separation from employment/retirement from the employer/company sponsoring this Plan.
- I must indicate the date of separation from employment/retirement on the line provided.

Required Minimum Distribution (Age 70½)

- I would check this box if I am age 70½ or older and I want to take a one-time withdrawal of my required minimum amount. I will be responsible for calculating my required minimum amount every year and completing this Withdrawal Form to request payment.
- If I would prefer to have my required minimum amount automatically calculated and sent to me each year, I must request an Automated Minimum Distribution Request form. Once the Automated Minimum Distribution Request form is completed and received by Service Provider, I will receive my required amount without additional paperwork.

Section C: What type of withdrawal and how much am I requesting?

- I must designate a type of withdrawal in order for my request to be processed.
- The withdrawal will be prorated against all available investment options and associated requirements listed on this Withdrawal Form.
- The following is a brief explanation of each type of withdrawal listed on this Withdrawal Form.

My Self-Directed Brokerage Account

- If I would like to receive a withdrawal from my SDB assets, it is my responsibility to contact the SDB provider directly to liquidate the securities and transfer the cash to the core investments (non-SDB investments) before my withdrawal request can be processed.
- I must enter the date that I separated from employment on the line provided.

Payable to Me as a One-time Withdrawal

- I must designate only one withdrawal reason in order for my request to be processed.
- The withdrawal will be prorated against all available investment options and associated requirements listed on this Withdrawal Form.

- I would check this box to have my withdrawal made payable to me and enter the requested amount.
- If I select the Net Amount box, the actual withdrawal amount will be greater than the withdrawal amount received to account for applicable income taxes and fees.
- If I select the Gross Amount box, applicable income taxes and fees will be withheld from the gross amount, resulting in an amount less than the requested amount. If both or neither check box is marked, the request will be processed as a Gross Amount.
- If I am electing a partial withdrawal, I must indicate the percent or amount in the lines provided.
- If I am electing this option for my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.
Period Certain
Amount Certain
Frequency
First Payment Processing Date
Periodic Installment Payments

100% Withdrawal With A Portion Payable to Me and the Remaining Balance as a Direct Rollover
- I would enter the requested amount of Non-Roth and Roth assets to be paid to me and the remaining balance will be withdrawn as a direct rollover.
- If I select the Net Amount box, the actual withdrawal amount will be greater than the withdrawal amount received to account for applicable income taxes and fees.
- If I select the Gross Amount box, applicable income taxes and fees will be withheld from the gross amount, resulting in an amount less than the requested amount. If both or neither check box is marked, the request will be processed as a Gross Amount.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an eligible retirement Plan with a designated Roth account or into a Roth IRA at another retirement provider. It is my responsibility to make sure that the new employer’s Plan provides for a designated Roth account and can accept Roth rollovers.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- Required Minimum Distributions are not eligible for rollover.

Rollover to an IRA or an Eligible Retirement Plan as a One-time Withdrawal
- It is my responsibility to determine if the IRA or an eligible retirement plan accepts eligible rollover withdrawals.
- I would check this box to have my withdrawal sent to an IRA or an eligible retirement plan or New Employer’s Plan and enter the requested amount.
- The withdrawal will be prorated against all of my available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources as allowed by IRS regulations.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to a Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an eligible retirement Plan with a designated Roth account or into a Roth IRA.
- It is my responsibility to make sure that the eligible retirement plan provides for a designated Roth account and can accept Roth rollovers.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- I must complete the Required Minimum Distribution information if I am age 70½ or older and I am requesting a 100% withdrawal as a direct rollover unless I have already satisfied my required minimum distribution for the year.
- Required Minimum Distributions are not eligible for rollover.

Periodic Installment Payments
- If I am requesting to establish a new periodic installment payment, I would check the box before “I am requesting to establish a new Periodic Installment Payment.” I would then fill in the First Payment Processing Date, Frequency and Payment Type. See Periodic Installment Payment Options below for explanation of the options available.
- If I have an existing periodic installment payment and I would like to change the frequency or payment date, I would check the box before “I am making a change to an existing Periodic Instalment Payment.” I would then fill in the information that I want changed.
- If my request is to establish a new periodic installment payment but I would also like to take a one-time partial withdrawal, I would check the box before “I am also requesting a one-time withdrawal...” and enter the dollar amount or percentage on the line provided. I would then fill in the First Payment Processing Date, Frequency and Payment Type. See Periodic Installment Payment Options below for explanation of the options available.
- Unless I make a selection on the form for my Non-Roth and Roth contribution sources, the payment will be calculated and prorated from all contribution sources.

Periodic Installment Payment Options
First Payment Processing Date
- I must select a First Payment Processing Date. The First Payment Processing Date is the date the funds will be withdrawn from my account.
- I may choose any day between the 1st and the 28th for my First Payment Processing Date. If my chosen date falls on a non-business day (weekend, holiday, etc.) then my payment will distribute on the next available business day.
- Allow 5-10 business days from the First Payment Processing Date to receive the withdrawal.
Frequency
- I must select the frequency of my payment from the available options.
Payment Type
Amount Certain (Gross Amount Only)
- I would select this option if I wish to receive specific dollar amount payments on an installment basis.
- The payments will continue until my account balance is zero.
- The number of payments I receive will vary depending on the performance of my underlying investment options.
Period Certain (Specific Number of Years)
- I would select this option if I wish to receive a set number of periodic installment payments.
- Payment amounts will depend on the account value, which may fluctuate depending upon my chosen investments’ performance, the number of years I elect to receive payments and the frequency chosen.
- The payment amount will be calculated by dividing my current vested account balance by the number of remaining payments and is recalculated each time a payment is distributed; therefore, the amount of each payment typically differs. For example, if the payout is to be annually for 4 years, the initial payout amount will be equal to ¼ of my account balance. The second payment will be ½ of my balance. The third payment will be ½ and the final payment will be the remainder of the account balance, resulting in a zero account balance.

Section D: To whom do I want my withdrawal payable and where should it be sent?
- It is my responsibility to make sure that the Trustee/Custodian/Provider information provided is accurate.
- Service Provider is not responsible for misdirected payments due to incorrect information or address.
Section E: How do I want my withdrawal delivered?

- Certain delivery options are not available on all types of withdrawals.
- Delivery of payment is based on completion of the withdrawal process, which includes receipt of a complete request in good order and additional required information from my employer.
- I must select a delivery option from the choices provided. If I do not make any selection, the check will be sent by regular mail.
- Below is a description of each delivery option.

Check by United States Postal Service ("USPS") Regular Mail
- Estimated delivery time is 7-10 business days
- No additional charge
- If the check is payable to me, it will be sent to the address on file unless an address change or alternate address is indicated in the 'Signatures and Consent' section and is properly notarized.
- If the check is payable to another retirement provider, it will be sent to the address indicated in Section D.
- If both Non-Roth and Roth contribution sources are distributed, the $25.00 charge will apply to each contribution source, totaling $50.00
- Not available for Periodic Installment Payments
- Available for delivery, Monday-Friday, with no signature required upon delivery
- In addition to any withdrawal fees, a $15.00 non-refundable charge will be deducted from my withdrawal amount.
- If the check is payable to me, it will be sent to the address on file unless an address change or alternate address is indicated in the 'Signatures and Consent' section and is properly notarized.
- If the check is payable to another retirement provider, it will be sent to the address indicated in Section D.
- If the address is a P.O. Box, the check will be sent by USPS Express and estimated delivery time is 2-3 business days.
- Delivery is not guaranteed to all areas

Check by Express Delivery
- Estimated delivery time is 1-2 business days
- In addition to any withdrawal fees, a $25.00 non-refundable charge will be deducted from my withdrawal amount.
- If both Non-Roth and Roth contribution sources are distributed, the $25.00 charge will apply to each contribution source, totaling $50.00
- Not available for Periodic Installment Payments
- Available for delivery, Monday-Friday, with no signature required upon delivery
- In addition to any withdrawal fees, a $25.00 non-refundable charge will be deducted from my withdrawal amount.
- If the check is payable to me, it will be sent to the address on file unless an address change or alternate address is indicated in the 'Signatures and Consent' section and is properly notarized.
- If the check is payable to another retirement provider, it will be sent to the address indicated in Section D.
- If the address is a P.O. Box, the check will be sent by USPS Express and estimated delivery time is 2-3 business days.
- Delivery is not guaranteed to all areas

Direct Deposit via Automated Clearing House ("ACH")
- I would elect this option if I want my payment to be electronically deposited into my personal checking or savings account.
- Estimated delivery time is 2-3 business days
- In addition to any withdrawal fees, a $15.00 non-refundable charge will be deducted from my withdrawal amount.
- If both Non-Roth and Roth contribution sources are distributed, the $15.00 charge will apply to each contribution source, totaling $30.00
- Not available for Direct Rollovers
- Available for Periodic Installment Payments at no charge
- If I have requested a periodic installment payment and my first payment processing date does not allow for the 10 day pre-notification process, I understand that my first payment will be sent by check to my address on file.
- The name on my checking/savings account MUST match the name on file with Service Provider.
- For deposit into my checking account, I must attach a copy of a preprinted voided check for the receiving account. I may also attach a letter on financial institution letterhead, signed by a representative from the receiving institution, which indicates my name, checking account number and the ABA routing number.
- For deposit into my savings account, I must attach a letter on financial institution letterhead, signed by a representative from the receiving institution, which indicates my name, savings account number and the ABA routing number.
- An ACH request can not be sent to a prepaid debit card, an IRA, or a business account.
- Any missing, incomplete, or inaccurate information will delay my withdrawal request.
- ACH credit can only be made into a United States financial institution.
- Any requests received referencing a foreign financial institution or referencing a United States financial institution with a further credit to an account associated with a foreign financial institution will be rejected.

General ACH Information
- I authorize Service Provider to initiate credit entries and, if necessary, debit entries and adjustments for any credit entries in error.
- In addition, I authorize my financial institution, in the form of an electronic funds transfer, to credit and/or debit the same to such account.
- Service Provider will make payment in accordance with the direction I have specified on this Withdrawal Form until such time that I notify Service Provider in writing that I wish to cancel the ACH agreement.
- I must provide notice of cancellation at least 30 days prior to a payment date for the cancellation to be effective with respect to all of my subsequent payments.
- Service Provider reserves the right to terminate the ACH transfers for any reason and will notify me in the event of such termination by sending notice to my last known address on file with Service Provider.
- It is my obligation to notify Service Provider of any address or other changes affecting electronic fund transfers during my lifetime.
- I am solely responsible for any consequences and/or liabilities that may arise out of my failure to provide such notification.
- By selecting the ACH method of delivery, I acknowledge that Service Provider is not liable for payments made by Service Provider in accordance with a properly completed Withdrawal Form.
- I am authorizing and directing my financial institution not to hold any overpayments made by Service Provider on my behalf, or on behalf of my estate or any current or future joint account holder, if applicable.
- ACH delivery is not available to a foreign financial institution or to a United States financial institution for subsequent transfer to a foreign financial institution.
- Any requests received containing foreign financial institution instructions will be rejected and require new ACH or check delivery instructions.

ACH for Periodic Installment Payments Only
- ACH is a form of electronic funds transfer by which Service Provider can transfer my payments directly to my financial institution.
- I should allow at least 15 days from the date Service Provider receives my properly completed Withdrawal Form to begin using ACH for my payments.
- Upon receipt of a properly completed Withdrawal Form, Service Provider will notify my financial institution of my ACH request. This is called the pre-notification process.
- The pre-notification process takes approximately 10 days.
• During the pre-notification process, my financial institution will confirm with Service Provider that the account and routing information I submitted is correct and that it will accept the ACH transfer.
• After this confirmation is received, my payments will be transferred to my financial institution within 2 days of the first payment date.
• If my payments are withdrawn from investments that are subject to time delays upon withdrawal, the deposit to my financial institution may be delayed accordingly.
• In the event of a change to my periodic installment payment, my electronic funds transfer may be subject to delay and a check will be sent to my last known address on file with Service Provider.
• If my financial institution rejects the pre-notification, I will be notified and payments will be mailed to me via check until I submit new ACH instructions.
• As a result, it is important to notify Service Provider in writing of any changes to my mailing address.
• I may submit my new ACH instructions on the Direct Deposit (ACH) form which is available at www.mass-smart.com or by calling 1-877-457-1900.

### Wire Transfer

- Estimated delivery time is 1-2 business days
- In addition to any withdrawal fees, a $40.00 non-refundable charge will be deducted from my withdrawal amount.
- If both Non-Roth and Roth contribution sources are distributed, the $40.00 charge will apply to each, totaling $80.00.
- Not available for Periodic Installment Payments
- Additional fees may apply at the receiving financial institution.
- I must verify the wire transfer information provided with the financial institution receiving these funds. Service Provider is not responsible for inaccurate wire transfer instructions.
- Attach a letter on financial institution letterhead signed by a representative of the receiving institution. The letter must include the following wire transfer information: Bank Name, complete Bank Mailing Address, including City, State and Zip Code, Account Name, Account Number, ABA Routing Number and ‘For Further Credit to’ Name and Account Number.

### Section F: How will my income taxes be withheld?

- Withdrawal withholding will vary depending on the type of withdrawal I am requesting.
- I have received and must read the attached 402(f) Notice of Special Tax Rules on Distributions, which provides additional income tax withholding information.
- If I do not have sufficient Federal or State Income Tax withheld from my withdrawal, I will be responsible for payment of estimated tax and/or may incur penalties under estimated tax rules.
- If applicable, I have attached IRS Form W-4P and/or my State’s Income Tax withholding form to make tax elections when required. In the event these forms are required for my withdrawal and not submitted, Service Provider will withhold in accordance with applicable Federal and State regulations.
- If I need and as I see applicable, I will consult with my tax advisor to determine my appropriate tax withholding.

### Federal Income Tax Withholding

- Generally, twenty percent (20%) mandatory Federal Income Tax withholding will apply to the taxable amount of all withdrawals paid directly to me unless an exception applies.

#### Early Withdrawal Penalty

- If I may be subject to an additional ten percent (10%) tax penalty for withdrawals if I am under the age of 59½, unless another exception to the early withdrawal penalty applies.

#### Required Minimum Distributions (Age 70½ or older)

- A ten percent (10%) Federal Income Tax withholding will apply to the taxable amount of my withdrawal, unless I elect to not have Federal Income Tax withheld.
- If I wish to have additional Federal Income Taxes withheld, I may elect so by entering a percentage or dollar amount on the line provided.

### Direct Rollovers

- Direct rollovers are not subject to Federal Income Tax withholding.
- A rollover of Non-Roth assets to a Roth IRA are subject to Federal Income Tax and will be reported as taxable income to me.
- I am responsible for paying any income tax due on this withdrawal.

### Periodic Installment Payments

- Twenty percent (20%) mandatory Federal Income Tax withholding will apply to the taxable amount of all amount certain or period certain periodic installment payments scheduled to continue for less than ten (10) years.
- If my periodic installment payments are payable over my life expectancy or are scheduled to continue for a period certain of more than ten (10) years, it is suggested that I complete and attach an IRS Form W-4P to this Withdrawal Form.
- If an IRS Form W-4P is not attached, Federal Income Tax withholding will be made as though I am married with three (3) allowances, regardless of my marital status indicated in Section A.

### Income Tax Withholding Applicable to Payments Delivered Outside the U.S.

- If I am a U.S. citizen or U.S. resident alien and my payment is to be delivered outside the U.S. or its possessions, I may not elect out of Federal Income Tax withholding.

#### Income Tax Withholding for a Non-U.S. Person

- If I am a non-resident alien, I must attach IRS Form W-8BEN with an original signature and this must be sent by mail or express delivery. Service Provider cannot accept a fax of this form.
- The withholding rate applicable to my payment is thirty percent (30%) unless a reduced rate applies because my country of residence has entered into a tax treaty with the U.S. and the treaty provides for a reduced withholding rate or an exemption from withholding. In order to claim a treaty rate, I must complete the appropriate fields and provide a U.S. Taxpayer Identification Number on Form W-8BEN. I may call 1-800-TAX-FORM (829-3676) to obtain IRS Form W-8BEN. If I need and as I see applicable, I will consult with my tax advisor to determine my appropriate tax withholding.

#### State Income Tax Withholding

- If applicable, I will attach my State’s Income Tax withholding form to make tax elections when required. In the event these forms are required for my withdrawal and not submitted, Service Provider will withhold in accordance with applicable state regulations.
- If I live in the state that mandates State Income Tax withholding, State Income Tax will be withheld. If I wish to have additional State Income Tax withheld, I may elect so by entering a percentage or dollar amount on the line provided.
- Certain states allow an election for no State Income Tax withholding depending on the reason and type of withdrawal I have selected. For these states only, State Income Tax will be withheld unless I properly elect otherwise on the form.
When considering whether to defer your distribution you should review the Plan's Summary Plan Description carefully. You may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable prospectuses and/or disclosure documents regarding investments in the Plan from your registered representative. In the Plan, including investment related fees, you may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees and expenses as well as the currently available investment options in the Plan, including investment related fees, you may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable prospectuses and/or disclosure documents regarding investments in the Plan from your registered representative.

If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees and expenses as well as the currently available investment options in the Plan, including investment related fees, you may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable prospectuses and/or disclosure documents regarding investments in the Plan from your registered representative.

Please refer to the Plan’s Summary Plan Description for specific information on timing of distributions. If you elect to defer your distribution, your vested account balance will continue to experience investment gains, losses and Plan expenses. As a result, the value of your vested account balance ultimately distributed to you could be more or less than the value of your current vested account balance. In determining the economic consequences of postponing your distribution, you should compare the administration cost and investment options (including fees) applicable to your vested account balance in the Plan if you postpone your distribution to the cost and options you may obtain with investment options outside the plan.

Upon distribution of your vested account balance from the Plan, you will be taxed (except to the extent your vested account balance consists of after-tax contributions or amounts held in a Roth contribution source) on your vested account balance at the time of the distribution if you do not take advantage of the rollover rules. As explained in greater detail in the 402(f) Notice of Special Tax Rules on Distributions, you can roll over your distribution directly or you may receive your distribution and roll it over within 60 days to avoid current taxation and to continue to have the opportunity to accumulate tax-deferred earnings. There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% early withdrawal penalty may apply to distributions made before you reach age 59½.

If you defer your distribution of your vested account balance, you will be entitled to invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees and expenses as well as the currently available investment options in the Plan, including investment related fees, you may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable prospectuses and/or disclosure documents regarding investments in the Plan from your registered representative.

When considering whether to defer your distribution you should review the Plan’s Summary Plan Description carefully.

Important Notes:
- Although every effort is made to keep the information in this Guide current, it is subject to change without notice. Federal, state, and local tax laws may be revised, and new Plan provisions may be adopted by the Plan. For the most up to date version of this Guide, please visit the Web site at www.mass-smart.com or call Client Service at 1-877-457-1900.
- Access to the Voice Response System or the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades, maintenance or for other reasons.
- For more information about available investment options, including fees and expenses, I may obtain applicable prospectuses and/or disclosure documents from my registered representative. Read them carefully before investing.
You are receiving this notice because all or a portion of a payment you are receiving from the Massachusetts Deferred Compensation SMART Plan (the “Plan”) is eligible to be rolled over to an IRA or an employer plan. This notice is intended to help you decide whether to do such a rollover. This notice describes the rollover rules that apply to payments from the Plan that are not from a designated Roth account (a type of account with special tax rules in some employer plans). If you also receive a payment from a designated Roth account in the Plan, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a plan are described in the “General Information About Rollovers” section. Special rules that only apply in certain circumstances are described in the “Special Rules and Options” section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?
You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59½ and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (unless an exception applies). However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59½ (or if an exception applies).

Where may I roll over the payment?
You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, no spousal consent rules apply to IRAs and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

How do I do a rollover?
There are two ways to do a rollover. You can do either a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment directly to your IRA or an employer plan. You should contact the IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit into an IRA or eligible employer plan that will accept it. You will have 60 days after you receive the payment to make the deposit. If you do not do a direct rollover, the Plan is required to withhold 20% of the payment for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover, you must use other funds to make up for the 20% withheld. If you do not roll over the entire amount of the payment, the portion not rolled over will be taxed and will be subject to the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

How much may I roll over?
If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first enrollment.
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA).

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don’t do a rollover, will I have to pay the 10% additional income tax on early distributions?
If you are under age 59½, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the payment not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least age 50 in the year of the separation
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA?
If you receive a payment from an IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions from the IRA, unless an exception applies. In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions listed above for early distributions from a plan. However, there are a few differences for payments from an IRA, including:

- There is no exception for payments after separation from service that are made after age 55.
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA of a spouse or former spouse).
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
- There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to $10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?
This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If your payment includes after-tax contributions
After-tax contributions included in a payment are not taxed. If a payment is only part of your benefit, an allocable portion of your after-tax contributions included in the payment, so you cannot take a payment of only after-tax contributions. However, if you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in a payment. In addition, special rules apply when you do a rollover, as described below.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs). If you do a direct rollover of only a portion of the amount paid from the Plan and at the same time the rest paid to you, the portion directly rolled over consists first of the amount that would be taxable if not rolled over. For example, assume you are receiving a distribution of $12,000, of which $2,000 is after-
If you are an eligible retired public safety officer and your pension payment is used to pay for health coverage or qualified long-term care insurance

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income plan payments paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you roll over your payment to a Roth IRA
If you roll over a payment from the Plan to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. However, the 10% additional income tax on early distributions will not apply (unless you take the amount rolled over out of the Roth IRA within 5 years, counting from January 1 of the year of the rollover). If you roll over the payment to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59½ (or after your death or disability, or as a qualified first homebuyer distribution of up to $10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax (if applicable).

If you do a rollover to a designated Roth account in the Plan
You cannot roll over a distribution to a designated Roth account in another employer’s plan. However, you can roll the distribution over into a designated Roth account in the Plan. If you roll over a payment from the Plan to a designated Roth account in the Plan, the amount of the payment rolled over (reduced by any after-tax amounts directly rolled over) will be taxed. However, the 10% additional tax on early distributions will not apply (unless you take the amount rolled over out of the designated Roth account within 5 years, the amount rolled over will be taxed. However, the 10% additional income tax on early distributions will not apply (unless an exception applies)

If you are not a plan participant
Payments after death of the participant. If you receive a distribution after the participant’s death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rules for early distributions (unless an exceptions applies). If you are not a plan participant
Payments after death of the participant. If you receive a distribution after the participant’s death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rules for early distributions (unless an exceptions applies).
There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% penalty tax may apply to distributions made before you reach age 59½.

If you defer your distribution of your vested account balance, you may invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees, expenses, and currently available Plan investment options, including investment related fees, refer to the Summary Plan Description available from your Plan Administrator and prospectuses and/or disclosure documents regarding Plan investments available from your Plan representative.

When considering whether to defer your distribution, carefully review the Plan’s Summary Plan Description, including the sections on timing of distributions and available distributions.

402(f) NOTICE OF SPECIAL TAX RULES ON DISTRIBUTIONS

For Payments From a Designated Roth Account

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the Massachusetts Deferred Compensation SMART Plan (the “Plan”) is eligible to be rolled over to a Roth IRA or designated Roth account in an employer plan. This notice is intended to help you decide whether to do a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a designated Roth account are described in the “General Information About Rollovers” section. Special rules that only apply in certain circumstances are described in the “Special Rules and Options” section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

After-tax contributions included in a payment from a designated Roth account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your designated Roth account, the payment will include an allocable portion of the earnings in your designated Roth account.

The payment from the Plan is not a qualified distribution and you do not do a rollover to a Roth IRA or a designated Roth account in an employer plan, you will be taxed on the earnings in the payment. If you are under age 59½, a 10% additional income tax on early distributions will also apply to the earnings (unless an exception applies). However, if you do a rollover, you will not have to pay taxes currently on the earnings and you will not have to pay taxes later on payments that are qualified distributions.

If the payment from the Plan is a qualified distribution, you will not be taxed on any part of the payment even if you do not do a rollover. If you do a rollover, you will not have to pay taxes currently on any part of the payment. If you do a rollover, you will not have to pay taxes later on payments that are qualified distributions.

A qualified distribution from a designated Roth account in the Plan is a payment made after you are age 59½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first
If you wish to do a rollover, you may roll over all or part of the amount eligible for the 20% withheld.

How much may I roll over?
You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a designated Roth account in an employer plan (a tax-qualified plan or section 403(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that you select will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, no spousal consent rules apply to Roth IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:
• If you do a rollover to a Roth IRA, all of your Roth IRAs will be considered for purposes of determining whether you have satisfied the 5-year rule (counting from January 1 of the year for which your first contribution was made to any of your Roth IRAs).
• If you do a rollover to a Roth IRA, you will not be required to take a distribution from the Roth IRA during your lifetime and you must keep track of the aggregate amount of the after-tax contributions in all of your Roth IRAs (in order to determine your taxable income for later Roth IRA payments that are not qualified distributions).
• Eligible rollover distributions from a Roth IRA can only be rolled over to another Roth IRA.

How do I do a rollover?
There are two ways to do a rollover. You can either do a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment directly to your Roth IRA or designated Roth account in an employer plan. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit within 60 days into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

SPECIAL RULES AND OPTIONS
If you miss the 60-day rollover deadline
Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. For more information, see IRS Publication 586, Individual Retirement Arrangements (IRAs).
If your payment includes employer stock that you do not roll over
If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59½, disability, or the participant’s death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or employer plan. Net unrealized appreciation is generally the increase in the value of the employer stock after it was acquired by the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you receive a payment that is a qualified distribution that includes employer stock and you do not roll it over, your basis in the stock (used to determine gain or loss when you later sell the stock) will equal the fair market value of the stock at the time of the payment from the Plan.

If you have an outstanding loan that is being offset
If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and, if the distribution is a nonqualified distribution, the earnings in the loan offset will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the earnings in the loan offset to a Roth IRA or designated Roth account in an employer plan.

If you receive a nonqualified distribution and you were born on or before January 1, 1936
If you were born on or before January 1, 1936, and receive a lump sum distribution that is not a qualified distribution and that you do not roll over, special rules for calculating the amount of the tax on the earnings in the payment may apply to you. For more information, see IRS Publication 575, *Pension and Annuity Income*.

If you receive a nonqualified distribution, are an eligible retired public safety officer, and your pension payment is used to pay for health coverage or qualified long-term care insurance
If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income nonqualified distributions paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you are not a plan participant
Payments after death of the participant. If you receive a distribution after the participant’s death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, whether the payment is a qualified distribution generally depends on when the participant first made a contribution to the designated Roth account in the Plan. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section “If you receive a nonqualified distribution and you were born on or before January 1, 1936” applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA.

A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 50½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant’s death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited Roth IRA. Payments from the inherited Roth IRA, even if made in a nonqualified distribution, will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited Roth IRA.

Payments under a qualified domestic relations order. If you are the spouse or a former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment as described in this notice).

If you are a nonresident alien
If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or an employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-2BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, *U.S. Tax Guide for Aliens*, and IRS Publication 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*.

Other special rules
If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year (only including payments from the designated Roth account in the Plan) are less than $200, the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you can do a 60-day rollover.

Unless you elect otherwise, a mandatory cash-out from the designated Roth account in the Plan of more than $1,000 will be directly rolled over to a Roth IRA chosen by the Plan administrator or the payor. A mandatory cash-out is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant’s benefit does not exceed $5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, *Armed Forces’ Tax Guide*.

Postponement of Distribution Notice
If you elect to defer your distribution, the Plan will not make a distribution to you without your consent until required by the terms of the Plan or by law. If you elect to defer your distribution, your vested account balance will continue to experience investment gains, losses and Plan expenses. As a result, the value of your vested account balance ultimately distributed to you could be more or less than the value of your current vested account balance. In determining the economic consequences of postponing your distribution, you should compare the administration cost and investment options (including fees) applicable to your vested account balance in the Plan if you postpone your distribution to the costs and options you may obtain with investment options outside the plan.

Upon distribution of your vested account balance from the Plan, you will be taxed (except to the extent your vested account balance consists of after-tax contributions or qualified amounts held in a ROTH money source) on your vested account balance at the time of the distribution if you do not rollover your balance. As explained in greater detail in the 402(f) Notice of Special Tax Rules on Distributions, you can roll over your distribution directly or you may receive your distribution and roll it over within 60 days to avoid current taxation and to continue to have the opportunity to accumulate tax-deferred earnings. There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% penalty tax may apply to distributions made before you reach age 59½.
If you defer your distribution of your vested account balance, you may invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees, expenses, and currently available Plan investment options, including investment related fees, refer to the Summary Plan Description available from your Plan Administrator and prospectuses and/or disclosure documents regarding Plan investments available from your Plan representative.

When considering whether to defer your distribution, carefully review the Plan’s Summary Plan Description, including the sections on timing of distributions and available distributions.

FOR MORE INFORMATION
You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590-A, Individual Retirement Arrangements (IRAs); IRS Publication 590-B, Distributions from Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.