

**PARTICIPANT ENROLLMENT
401(k) PLAN**

Participant return to:
Great - West/BenefitsCorp
545 Mainstream Drive, Suite 407
Nashville, TN 37228
Phone #: 1-800-922-7772



STATE OF TENNESSEE 401(k) PLAN

98986-02

PARTICIPANT INFORMATION

Social Security Number

E-Mail Address (optional)

First Name MI

Last Name Suffix

Female Male

Address - Number & Street

/ /
 City State Zip Code

()
 Home Phone Work Phone

Mo Day Year
 Date of Birth

PAYROLL INFORMATION

I authorize the State to deduct \$ per pay period of my compensation as before-tax contributions. I understand that these contributions will be withheld from my paycheck and contributed by the employer to the Plan on my behalf for allocation to my 401(k) Plan.

Payroll Effective Date:
Mo Day Year

Date of Hire:
Mo Day Year

Payroll Center Name - State TBR UT
 Payroll Frequency - Monthly Semi-Monthly Bi-Weekly

Allotment/Campus Code

INVESTMENT OPTION INFORMATION (applies to all contributions)

	<u>Investment Option</u>	<u>Code</u>
<input type="text"/> %	Union Planters Bank*	UP-UPB
<input type="text"/> %	Aetna Fixed Plus Account*	AEF-FX
<input type="text"/> %	Fidelity Retirement Government Market Fund*	FD-RGV
<input type="text"/> %	Calvert Income Fund*	CINCX
<input type="text"/> %	Fidelity Puritan Fund*	FD-PUR
<input type="text"/> %	Fidelity Asset Manager Fund*	FD-AMG
<input type="text"/> %	State Street S&P 500 Flagship Fund, Series C*	SV-SPC
<input type="text"/> %	Fidelity Magellan Fund*	FD-MAG
<input type="text"/> %	Fidelity Contrafund*	FD-CNT
<input type="text"/> %	Fidelity OTC Portfolio*	FD-OTC
<input type="text"/> %	Fidelity International Growth & Income Fund*	FIGRX

= 100%

Percentages must be whole numbers and equal 100%

*Mutual fund *Commingled trust *Fixed investment option

Please note: You must attach a completed Beneficiary Designation form to this Participant Enrollment form or your form will be returned to you.

See last page for Participation Agreement and Required Signatures

Social Security Number

Last Name

First Name

MI

PARTICIPATION AGREEMENT

I have received a copy of the Deferred Compensation Plan and understand the terms, and provisions thereof.

The Deferred Compensation Plan is incorporated into this Participation Agreement and that these together constitute my entire rights and obligations under the Plan.

This form is a legally binding contract – I understand that by signing and submitting this Participant Enrollment form for processing, I am requesting to have investment options established under the Plan specified on the first page of this form. I understand and agree that this account is subject to the terms of the Plan Document.

Account balances shall only be distributed under the terms of the Plan Document, which prohibits any payouts as long as I continue in employment with the State except in the case of financial hardship as defined by applicable regulations or at age 59½.

Investment options – I understand and acknowledge that all payments and account values, when based on the experience of the investment options, may not be guaranteed and may fluctuate, and, upon redemption, shares may be worth more or less than their original cost. I understand that I may obtain current prospectus(es) from my registered representative or online. The State of Tennessee shall be liable only to pay amounts equal to that which would have been available under the products or contracts described above and shall not be responsible for any loss due to investment of funds and assets in said Deferred Compensation Plan account, nor shall the State of Tennessee be required to replace any loss whatsoever which may result from said investments. I acknowledge that investment option information, including prospectuses, disclosure documents and Fund Profile sheets have been made available to me and I understand the risks of investing.

Compliance with the Internal Revenue Code – I understand that the maximum annual limit on contributions is determined under the Plan Document and/or the Internal Revenue Code. I understand that it is my responsibility to monitor my total annual contributions to ensure that I do not exceed the amount permitted. If I exceed the contribution limit, I assume sole liability for any tax, penalty, or costs that may be incurred. I understand that Federal income tax is deferred on allowable contributions and the earnings thereon until such amounts are distributed.

Plan fees – I understand that fees may apply under this Plan.

REQUIRED SIGNATURES

I understand that in the event my Participant Enrollment form is incomplete, or it is not received by Great–West’s home office in Greenwood Village, Colorado prior to the receipt of any deposits, I specifically consent to Great–West retaining all monies received and allocating them to the default investment option which is selected by my Plan. Once my account has been established, I understand that I must call KeyTalk® in order to transfer monies from the default investment option. Also, I understand all contributions received after my account is established will be applied to the investment options I selected. I also understand it is my obligation to review my confirmations and quarterly statements and inform Great–West of any discrepancies or errors within 90 calendar days of the date of such confirmation or statement.

My signature acknowledges that I have read, understand and agree to all pages of this Participant Enrollment form. I understand I may obtain current information or prospectus(es), as applicable, from my registered representative or on–line.

PARTICIPANT SIGNATURE _____
Date

Representative must check one of the following:

- Solicited: Representative has met with individual participant to solicit enrollment and has verified suitability of allocation per participant’s investment objectives.
- Unsolicited: Self–enrollment only. Representative did not meet with participant.

Registered Representative Signature _____
Account Number _____
Date

Authorized Reviewer/Approver Signature _____
Date



**BENEFICIARY DESIGNATION
401(k) PLAN**

STATE OF TENNESSEE 401(k) PLAN **98986-02**

PARTICIPANT INFORMATION

Last Name	First Name	MI	Social Security Number
E-Mail Address			

BENEFICIARY DESIGNATION

This designation is effective upon execution and delivery to the the record keeper at the address on the following page. If any information is missing, additional information may be requested prior to recording my beneficiary designation. If no beneficiary designation has been made or if this section is left blank or incomplete, no beneficiary will be recorded and this form will be returned to you.

I have the right to change the beneficiary. This designation supersedes all prior designations.

Under the terms of the Plan Document, if I name more than one beneficiary in either category, the surviving beneficiaries in that category will share equally. If my primary and contingent beneficiaries predecease me or if I fail to designate beneficiaries, amounts will be paid to my estate.

Primary Beneficiary

#1	Primary Beneficiary Name	Relationship	Date of Birth
#2	Primary Beneficiary Name	Relationship	Date of Birth
#3	Primary Beneficiary Name	Relationship	Date of Birth

Contingent Beneficiary

#1	Contingent Beneficiary Name	Relationship	Date of Birth
#2	Contingent Beneficiary Name	Relationship	Date of Birth
#3	Contingent Beneficiary Name	Relationship	Date of Birth

See last page for Required Signatures

Last Name

First Name

MI

Social Security Number

REQUIRED SIGNATURES

I have completed, understand and agree to all pages of this Beneficiary Designation form.



PARTICIPANT SIGNATURE

Date

Statement of Notary

The above election was subscribed before me by

State of _____) _____

) ss.

County of _____) on this _____ day of _____, year _____, who affirmed

SEAL

that such election represents his/her free and voluntary act.

Notary Public _____ My commission expires: _____

Participant return to:

**HUMAN RESOURCE SERVICES
BOX 5132**

