

**Automated Minimum Distribution Request
401(k) Plan**

Participant forward to:
Great-West Retirement Services®
545 Mainstream Drive, Suite 407
Nashville, TN 37228
Phone #: 1-800-922-7772
Web site: www.tn.gov/treasury/dc



Refer to the Minimum Distribution Information and Instructions for assistance in completing this form.

Use blue or black ink only.

State of Tennessee 401(k) Plan

98986-02

Participant Information

Last Name			First Name			MI			Social Security Number								
Account Extension (if applicable)			Have you severed employment from the employer providing this Plan?						Date								
<input type="checkbox"/> Yes			<input type="checkbox"/> No			Mo			Day			Year					
Home Phone			Work Phone			Are you a U.S. citizen or resident alien?						Date of Birth					
<input type="checkbox"/> Yes			<input type="checkbox"/> No														

A distribution made payable to you will be mailed to your address on file unless otherwise requested in the Address Change/Alternate Mailing Address section below. You may confirm the address on file by accessing your account online at www.tn.gov/treasury/dc. If you have recently changed your address or have any questions regarding the address on file, please contact our Client Service Department at 1-800-922-7772.

Spousal Information - Complete **only** if: 1) your spouse is your sole beneficiary, **and** 2) your spouse is more than 10 years younger than you, **and** 3) you are choosing to use a joint and survivor calculation. You must attach a copy of your spouse's birth certificate or a copy of your spouse's driver's license.

Name of Spouse						Spouse's Date of Birth (Month/Day/Year)					
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Please check only one box:

- Check this box if you have funds in a Roth money source and you wish to deplete your Roth funds first.
- Check this box if you have funds in a Roth money source and you wish to deplete your Non-Roth funds first.

Payment Start Date: _____
(Month/Day/Year)

- Frequency** (check one): Monthly Quarterly Semi-Annually Annually
- Check this box if you are currently receiving periodic payments and you would like to continue to receive these amounts.
 - Check this box if you turned 70 1/2 or retired from this employer in the previous calendar year and are required to take two minimum distributions this calendar year. The required minimum distribution for the previous calendar year will be sent in a lump sum. The automated election on this form will apply to the current year and future required payments.



Loan Instructions

Please check the appropriate box:

- Attached is a payment to pay off my loan. Consider submitting payment by certified check or bank money order. For a payoff amount, please call KeyTalk® at 1-800-922-7772. Make payment payable to ORCHARD TRUST COMPANY, LLC.

If you are attaching a loan payoff check, please mail your loan payoff and this distribution form to the following address once you have obtained all required signatures and date:

ORCHARD TRUST COMPANY, LLC
 Dept 0877
 Denver, CO 80256-0877

Express delivery mail address - request a.m. delivery:

US Bank
 10035 East 40th Avenue
 Dept #0877
 Denver, CO 80238

- Treat my outstanding loan (principal and interest) as a taxable distribution at this time.

Address Change/Alternate Mailing Address

- Primary Residence Address Change** - I understand that a check made payable to me requested on this form will be mailed to my new primary address I provided on this form.

For Active Employees Only - I understand that it is my responsibility to update my address with my employer in addition to changing my primary address on this form. Failure to do so will/may result in my address being incorrect on Service Provider's records. A current address is essential for correspondence and tax purposes.

Address - Number & Street	City	State	Zip Code
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- Alternate Mailing Address** - I understand that this address will be used for a partial or full distribution of my account.

Address - Number & Street	City	State	Zip Code
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Automated Clearing House (ACH)

- Checking Account - must attach preprinted voided check
- Savings Account - must attach a letter on financial institution letterhead signed by a representative of the financial institution that includes your name, savings account number and ABA routing number

Financial Institution Name	Account Number	ABA Routing Number
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Financial Institution Mailing Address	City	State/Zip Code
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Last Name

First Name

MI

Social Security Number

Federal and State Income Tax Withholding - Applies to all applicable money sources.

Federal Income Tax - Elect one of the following:

Do NOT withhold federal income tax.

Withhold federal income tax based on the following:

Number of allowances claimed _____ Marital status: Single Married

If you would like **additional** federal income tax withheld, indicate amount \$ _____ or _____ % of the distribution amount.

Withhold \$ _____ or _____ %

Note: If you do not make an election above, federal income tax will be withheld from the taxable portion of your distribution as though you are married claiming three withholding allowances.

State Income Tax - If you live in a state that mandates state income tax withholding, it will be withheld.

Note: Tennessee does not currently have a state income tax. No state tax will be withheld if you live in Tennessee.

Check here if you live in a state that does not mandate state income tax withholding and would like state income tax withheld.

If you would like **additional** state income tax withheld, indicate amount \$ _____ or _____ % of the distribution amount.

Note: If you do not make an election above, state income tax will not be withheld unless you reside in a state that mandates income tax withholding. Tennessee does not currently have a state income tax. No state tax will be withheld if you live in Tennessee.

Last Name

First Name

MI

Social Security Number

Your Consent and Signature

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

You must attach a copy of your birth certificate or driver's license. If your spouse is your sole beneficiary, your spouse is more than 10 years younger than you, and you are choosing to use a joint and survivor calculation, you must also attach a copy of your spouse's birth certificate or driver's license.

My signature acknowledges that I have read, understand and agree to all pages of this Automated Minimum Distribution Request form, including the entire Minimum Distribution Information and Instructions section. I affirm that all information I have provided is true and correct. I understand that funds may impose redemption fees on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. I will refer to the fund's prospectus and/or disclosure documents for more information.

Notarized Participant Signature

Date (Required)

This form is required to be notarized or it will be returned to you.

Statement of Notary

NOTE: Notary seal must be visible, if applicable.

State of _____) The consent to this request was subscribed and sworn to (or affirmed) before me on this _____ day
) ss. of _____, year _____, by _____ (name of participant)
County of _____) proved to me on the basis of satisfactory evidence to be the person who appeared before me, who
affirmed that such consent represents his/her free and voluntary act.

SEAL

Notary Public _____ My commission expires _____

Participant forward to:
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Last Name

First Name

MI

Social Security Number

Authorized Signature(s)

I hereby authorize the distribution described in this form. This request is in compliance with the terms of the Plan and I have provided the participant with a written explanation of the tax rules and any other Internal Revenue Service, Department of Labor or other notice requirements to the participant that apply to this distribution and the appropriate consent and waivers have been obtained by the Plan Administrator and Service Provider is authorized to rely on the information provided on this request.

Great-West Retirement[®] Representative Signature

Date

Great-West Retirement Services[®] refers to products and services provided by Great-West Life & Annuity Insurance Company, FASCore, LLC (FASCore Administrators, LLC in California), First Great-West Life & Annuity Insurance Company, White Plains, New York, and their subsidiaries and affiliates. Great-West Life & Annuity Insurance Company is not licensed to conduct business in New York. Insurance products and related services are sold in New York by its subsidiary, First Great-West Life & Annuity Insurance Company. Other products and services may be sold in New York by FASCore, LLC.

MINIMUM DISTRIBUTION INFORMATION AND INSTRUCTIONS

I. GENERAL INFORMATION

These instructions are designed to provide general information about the minimum distribution requirements applicable to 401(k) plans under the Internal Revenue Code (the "Code"). If you want your minimum distribution amount to be calculated automatically and distributed to you each year, complete the attached Automated Minimum Distribution Request form. You will automatically receive periodic payments calculated by dividing your prior year's December 31st account balance by the life expectancy factor provided in the life expectancy tables contained in the applicable Treasury regulations, using your age in the year of the distribution. You only have to complete the attached form once.

You may choose to make the calculations yourself or with the advice of your legal or tax advisor. See below for more information.

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.ustreas.gov/offices/eotffc/ofac>.

WHAT ARE THE MINIMUM DISTRIBUTION REQUIREMENTS?

In general, the rules for participants are as follows:

- You are required to begin taking minimum distributions by your required beginning date. Your required beginning date is April 1 of the calendar year following the later of: (1) the calendar year in which you reach age 70 1/2 or (2) the calendar year in which you retire from the employer sponsoring your Plan, unless the Plan specifies otherwise.
- If you were born between January 1 and June 30, you reach age 70 1/2 in the same calendar year as your 70th birthday. If you were born between July 1 and December 31, you reach age 70 1/2 in the next calendar year, and your required beginning date is April 1 of the following calendar year.
- If you elect to defer your first distribution to April 1 of the calendar year following the calendar year in which you turn age 70 1/2 or retire, you will be required to take two payments that year: one by April 1 following the year in which you turned age 70 1/2 or retired and one by December 31 of that same year. You must take a minimum distribution by December 31 of every calendar year thereafter.
- If you are participating in more than one type of retirement plan (i.e., 401(a), 403(b), IRA), your minimum distribution must be calculated and taken separately from each plan.

To choose an amount in addition to your required minimum amount, you must complete a Distribution/Direct Rollover Request form. To obtain the form for your Plan, contact your Representative.

If you request an amount in addition to your minimum distribution amount, you will receive two different payments. One payment will be your required minimum distribution. The other payment will be the additional amount you request.

CALCULATING YOUR OWN MINIMUM DISTRIBUTION

You may choose to make the calculations yourself or with the advice of your legal or tax advisor. If you choose to calculate your own minimum distribution, you must make the calculation each year and must submit a Distribution/Direct Rollover Request form each year. No payments will be sent to you automatically and you will not receive an annual reminder. You may request one or more partial withdrawals from your account each year, but each request must be on a separate form. If you fail to request a withdrawal for any year, or if you withdraw less than your required minimum amount in any year, a 50% federal excise tax is imposed by the IRS on the amount you should have taken but did not. This is in addition to ordinary income tax. For example, if your required minimum distribution amount is \$2,000.00 and you only took a distribution equal to \$1,000.00, the excise tax would equal \$500.00.

IF YOU CALCULATE YOUR OWN MINIMUM DISTRIBUTION, YOU ARE SOLELY RESPONSIBLE FOR THE ACCURACY OF YOUR CALCULATION.

II. INSTRUCTIONS FOR COMPLETING THIS FORM

If you currently receive periodic payments that meet or exceed the minimum distribution requirements, do not complete this form.

If any section of this form is incomplete or inaccurate, you may be required to complete a new form or provide additional information before the distribution can be processed.

If you need to cross out a previously elected choice(s), you MUST initial the change to validate the change or the request may be returned for verification.

Note: Service Provider will calculate your minimum distribution ONLY on the assets that Service Provider administers.

Participant Information - Please provide the information requested. Account extension identifies funds that were transferred to you through a divorce or death. If you have been assigned an account extension but left this field blank on Page 1, we will distribute from extension 001.

Spousal Information - Complete this section **only** if: 1) your spouse is your sole beneficiary, **and** 2) your spouse is more than 10 years younger than you, **and** 3) you are choosing to use a joint and survivor calculation. Provide the information requested regarding your spouse. A copy of your spouse's birth certificate or a copy of your spouse's driver's license must accompany this form.

Money Source - If you have a designated Roth account with this Plan, please select one of the boxes to indicate which money source (Roth or Non-Roth) you would like us to deplete first. Once the selected money source is depleted, we will automatically debit the remaining money sources.

Payment Start Date - You may **not** elect the 29th, 30th or 31st as your payment start date. If you select the 29th, 30th or 31st, your payment will start on the 28th of the month. If no date is specified, Service Provider will set up the payments using the date received.

This request **must** be received at the address listed in the Signature(s) section at least **30 days before** the payment start date for all payment options. The payment start date is the date the funds will be disbursed from your account. Please allow several days after your payment start date for delivery of your check.

Indicate the frequency of your payments. If you do not elect a frequency, the default frequency will be annual.

If the box regarding periodic payments is **not** checked, payments under your current periodic payments (if any) will stop and you will only receive the minimum distribution elected on this form.

Loan Instructions - If you have an outstanding loan on your account, you must either pay off the outstanding loan balance, or you may treat your outstanding loan (principal and interest) as a taxable distribution at the time you submit your Automated Minimum Distribution Request form. Check the appropriate box on the Automated Minimum Distribution Request form.

Investment Options - Your distribution will be disbursed proportionately from all available core investment options unless you specify otherwise. To specify the core investment options from which you would like your required minimum distribution to be processed, attach a separate sheet of paper listing the funds from which you would like to have your distribution taken. You must also specify the percentage of the distribution that you would like to be processed from each fund.

If you have a Self-Directed Brokerage ("SDB") account, it is your responsibility to contact the provider to transfer the funds to be distributed to the core (non-self-directed brokerage) investments before we can process your payments. The funds to be distributed must be an amount in excess of the "core minimum." The core minimum is the amount of funds (required by your Plan) that must be maintained in your core funds at all times.

If sufficient funds have not been transferred from your SDB account into core investments prior to Service Provider's receipt of this request or at any time during your payment schedule, your SDB account will be permanently closed and your entire balance will be transferred into the core funds.

Automated Clearing House (ACH) - Complete this section only if you want your payments to be electronically deposited into your checking or savings account. ACH credit can only be made into a United States financial institution (bank/credit union). You may not designate a business account or an IRA. Complete the financial institution name, account number, ABA routing number, financial institution mailing address, city, state and zip code. For a checking account, you must attach a preprinted voided check. If a preprinted voided check is not available, you must attach a signed letter from your financial institution, on their letterhead, that confirms the ABA routing number and your name and account number. For a savings account, you must attach a letter on financial institution letterhead signed by a representative of the financial institution that includes your name, savings account number and ABA routing number.

ACH is a form of electronic funds transfer by which Service Provider can transfer your payments directly to your financial institution. Allow at least 15 days from the date Service Provider receives this properly completed form to begin using ACH for your payments. Upon receipt of this properly completed form, Service Provider will notify your financial institution of your ACH request with the account information you have provided. The pre-notification process takes approximately 10 days. During the pre-notification process, your financial institution will confirm with Service Provider that the account and routing information you submitted is correct and that it will accept the ACH transfer. After this confirmation is received, your payments will be transferred to your financial institution within 2 days of the first payment date. If your payments are

withdrawn from investments that are subject to time delays upon withdrawal, the deposit to your financial institution may be delayed accordingly. In the event of a change to your minimum distribution, your electronic funds transfer may be subject to a delay, and a check will be sent to your last known address on file with Service Provider.

If your financial institution rejects the pre-notification, you will be notified and your checks will be mailed to you until you submit an Electronic Fund Transfers (ACH) form. As a result, it is important that you continue to notify Service Provider in writing of any changes to your mailing address.

By choosing an ACH credit to your financial institution account, you are authorizing Service Provider to initiate credit entries and, if necessary, debit entries and adjustments for any credit entries in error to your checking or savings account. You are also authorizing your financial institution, in the form of an electronic funds transfer, to credit and/or debit the same to such account. Service Provider will make payments in accordance with the directions you have specified on this form until such time that you notify Service Provider in writing that you wish to cancel the ACH agreement. You 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 your subsequent payments.

Service Provider reserves the right to terminate the ACH transfers for any reason and will notify you in the event of such termination by sending notice to your last known address on file with Service Provider.

It is your obligation to notify Service Provider of any address or other changes affecting your electronic fund transfers during your lifetime. You are solely responsible for any consequences and/or liabilities that may arise out of your failure to provide such notification.

By electing ACH, you acknowledge that Service Provider is not liable for payments made by Service Provider in accordance with this properly completed form. You authorize and direct your financial institution not to hold any overpayments made by Service Provider on your behalf, or on behalf of your estate or any current or future joint accountholder, if applicable.

Income Tax Withholding - The taxable portion of the distribution you receive is subject to federal income tax withholding unless you elect not to have federal income tax withholding apply by checking the appropriate box.

If you elect not to have federal income tax withholding apply to your distribution, or if you do not have enough federal income tax withheld from your distribution, you may be responsible for the payment of estimated tax. You may incur penalties under the estimated tax rules if your income tax withholding and estimated tax payments are not sufficient. You may revoke your election by written notification to Service Provider at the address provided in the Signature(s) section.

If you do not check the box "Do NOT withhold federal income tax," federal income tax will be withheld from the taxable portion of your distribution as though you are married claiming three income tax withholding allowances.

If you live in a state that mandates state income tax withholding, it will be withheld. If you wish to have additional state income tax withheld or live in a state that does not mandate state income tax withholding, you may elect to have an additional amount withheld. Check the appropriate box on this form. If you made such an election, we will withhold state income tax based on a default rate provided by the state of your residence. It remains your responsibility to ensure that state income tax withholding is sufficient to cover your state income tax liability.

If you are a U.S. citizen or resident alien and your payment is to be delivered outside the U.S. or its possessions, you may not elect out of federal income tax withholding.

If you are a non-resident alien, you must attach IRS Form W-8BEN. In general, the income tax withholding rate applicable to your payment is 30% unless a reduced rate applies because your country of residence has entered into a tax treaty with the U.S. and the treaty provides for a reduced income tax withholding rate or an exemption from income tax withholding. To obtain the IRS Form W-8BEN, call 1-800-TAX-FORM.

Contact your tax professional for more information.

Your Consent and Signature - Your **notarized** signature and date are required for this distribution.

Authorized Signature(s) - Forward to your local Great-West Retirement Services® Representative at the address in the Your Consent and Signature section.

Important Note: These instructions do not represent investment, tax, or legal advice. Your distribution will be based upon the information you provide on the applicable form and your account balance. It is your responsibility to initiate minimum distribution payments by your required beginning date and to ensure you receive payments meeting the minimum distribution requirements each year.

You should consult with an attorney or tax advisor who can answer any questions regarding the minimum distribution requirements.