Incoming Direct Rollover
401(k) Plan

Do not complete the Investment Option Information portion of this form if you elected to have your account professionally managed by Advised Assets Group, LLC ("AAG"). If you have not yet elected to have your account professionally managed by AAG and would like to enroll in the Managed Accounts Service, call 1-800-922-7772.

State of Tennessee 401(k) Plan — 98986-02

Participant Information

Last Name | First Name | MI

Social Security Number

Address - Number & Street

E-Mail Address

City | State | Zip Code

( ) Home Phone

( ) Work Phone

Mo | Day | Year — Date of Birth

❑ Female ❑ Male

Payroll Information

Payroll Center Name - ❑ State ❑ TBR ❑ UT

Payroll Frequency - ❑ Monthly ❑ Semi-Monthly ❑ Bi-Weekly

Allotment/Campus Code ______________________

Direct Rollover Information

I am choosing a:

- ❑ Direct Rollover from a:
  - ❑ 401(a) plan
  - ❑ 401(k) plan
    - ❑ Non-Roth $_______________ (all contributions and earnings, excluding Roth contributions and earnings)
    - ❑ Roth $_______________ (employee contributions and earnings)
  - ❑ Governmental 457(b) plan
  - ❑ 403(b) plan
    - ❑ Non-Roth $_______________ (all contributions and earnings, excluding Roth contributions and earnings)
    - ❑ Roth $_______________ (employee contributions and earnings)
- ❑ Direct Rollover from a Traditional IRA. (Non-deductible contributions/basis may not be rolled over.)

Previous Provider Information:

Company Name | Account Number

Mailing Address

City/State/Zip Code | ( ) Phone Number

Previous Provider must complete:

Employer/employee before-tax earnings and contributions: $_______________

Note: Unless otherwise indicated, all amounts received will be considered employee before-tax contributions and earnings.

Last Name	First Name	M.I.	Social Security Number	98986-02 Number

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

Roth first contribution date: ______________

Roth contributions (no earnings): $______________

____ _______________

Authorized Plan Administrator Signature for Previous Employer's Plan **Date**

A copy of the most recent account statement may be substituted for the previous Plan Administrator's signature if it lists the type of plan and shows that no after-tax monies are held in the account.

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

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

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

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

(A) Existing Ongoing Allocations

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

(B) Select Your Own Investment Options

INVESTMENT OPTION

NAME	TICKER	CODE	%
Vanguard Target Retirement Income Inv	VTINX	VTINX	_____
Vanguard Target Retirement 2010 Inv	VTENX	VTENX	_____
Vanguard Target Retirement 2015 Inv	VTXVX	VTXVX	_____
Vanguard Target Retirement 2020 Inv	VTWNX	VTWNX	_____
Vanguard Target Retirement 2025 Inv	VTTVX	VTTVX	_____
Vanguard Target Retirement 2030 Inv	VTHRX	VTHRX	_____
Vanguard Target Retirement 2035 Inv	VTTHX	VTTHX	_____
Vanguard Target Retirement 2040 Inv	VFORX	VFORX	_____
Vanguard Target Retirement 2045 Inv	VTIVX	VTIVX	_____
Vanguard Target Retirement 2050 Inv	VFIFX	VFIFX	_____
Vanguard Target Retirement 2055 Inv	VFFVX	VFFVX	_____
DFA International Value I	DFIVX	DFIVX	_____
Fidelity International Discovery	FIGRX	FIGRX	_____
Brown Capital Small Company Inv	BCSIX	BC-SCF	_____

INVESTMENT OPTION

NAME	TICKER	CODE	%
Invesco Van Kampen Small Cap Value Y	N/A	INGMS2	_____
Columbia Acorn Z	N/A	INGCAC	_____
Columbia Mid Cap Value Z	N/A	INGCMC	_____
Allianz NFJ Large Cap Value Instl	N/A	INGALG	_____
Fidelity Contrafund	FCNTX	FD-CNT	_____
Fidelity OTC Portfolio	FOCPX	FD-OTC	_____
Vanguard Institutional Index I	VINIX	VG-IND	_____
Fidelity Puritan	FPURX	FD-PUR	_____
Tennessee Treasury Managed Fund	N/A	TN-TMF	_____
Vanguard Total Bond Market Index Inst	VBTIX	VBTIX	_____
Western Asset Core Plus Bond IS	WAPSX	WAPSX	_____
Voya Fixed Fund	N/A	AEF-FX	_____
Nationwide Bank Account	N/A	TN-NBA	_____
MUST INDICATE WHOLE PERCENTAGES			**= 100%**

Participant Acknowledgements

Advised Assets Group, LLC - If I have elected to have my account professionally managed by Advised Assets Group, LLC and this form is submitted, my election to have my account professionally managed will override the investment allocation requested on this form until such time as I revoke or amend my election to have my account professionally managed.

General Information - I understand that any funds I elect to have remitted to Empower Retirement will be invested in the State of Tennessee's 401(k) Plan.

I understand that by signing and submitting this Incoming Transfer/Direct Rollover form for processing, I am requesting to have investment options established under the Plan specified in the Investment Option Information section. I understand and agree that this account is subject to the terms of the Plan Document.

I understand that fees may apply under this Plan.

Documentation - I understand that I must obtain the previous Plan Administrator's signature or attach a copy of the most recent account statement from the prior plan that lists the type of plan (governmental 457(b), 403(b), etc.) and shows that no after-tax monies are held in the account.

Eligible Transfer/Direct Rollovers -

A. Transfers/direct rollovers from a previous employer's eligible plan or from a traditional IRA.

B. A 60-day rollover of a distribution received from a previous employer's eligible plan or from a traditional IRA. The funds being remitted must consist entirely of eligible before-tax monies plus the earnings thereon, and the rollover must be made within 60 days of receipt of the distribution.

Mutual Funds/Variable Funding Option Information - I understand and acknowledge that all payments and account values, when based on the experience of a mutual fund/variable funding option, are not guaranteed, and the value of my investment(s) in any mutual fund/variable funding option will 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.

Plan Withdrawal Restriction Acknowledgement - I understand that the Internal Revenue Code and/or my employer's Plan Document may impose restrictions on distributions.

Last Name	First Name	M.I.	Social Security Number	98986-02 Number

Rollover Restrictions - Direct rollovers from Roth or Educational IRAs into the 401(k) Plan will not be accepted.

Account Corrections - I understand that it is my obligation to review all confirmations and quarterly statements for discrepancies or errors. Corrections will be made only for errors which I communicate within 90 calendar days of the last calendar quarter. After this 90 days, account information shall be deemed accurate and acceptable to me. If I notify Service Provider of an error after this 90 days, the correction will only be processed from the date of notification forward and not on a retroactive basis.

Payment Instructions

Make check payable to:
GREAT-WEST TRUST COMPANY, LLC

Include the following information on the check:

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

Wire instructions:

Bank: US Bank
Account of: Great-West Trust Company, LLC
Account no: 103655774323
Routing transit no: 102000021
Attention: Financial Control
Reference: Participant Name, Social Security Number,
Plan Number, Plan Name

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

GREAT-WEST TRUST COMPANY, LLC
PO Box 560877
Denver, CO 80256-0877

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

US Bank
10035 East 40th Avenue Suite 100
Attn Lockbox # 560877 DN-CO-OCLB
Denver, CO 80238
Contact: Empower Retirement
Phone #: 1-800-922-7772

If sending the "form" only, please fax to 1-866-745-5766 or follow the mailing instructions above. Please remember that this form needs to arrive prior to or at the same time the funds arrive to invest according to the allocations on this form.

Required Signature(s) and Date

Participant Consent

I understand and agree that I must properly complete a 401(k) Enrollment form and a 401(k) Beneficiary Designation form before making a transfer or rollover into the Plan. I further understand that the completed Incoming Transfer/Direct Rollover form must be received by Empower Retirement home office in Greenwood Village, Colorado in order to process the allocations indicated by me on this form.

I understand that if the transfer/rollover assets ("assets") are received before the Incoming Transfer/Direct Rollover form, or if the Authorized Plan Signature is missing from the Incoming Transfer/Direct Rollover form, the assets will be returned to the payor or retained by Great-West until the completed Incoming Transfer/Direct Rollover form is provided. If the investment option information is missing or incomplete, the assets will be allocated the same as my ongoing contributions. The assets will be processed on the day the completed Incoming Transfer/Direct Rollover form is received. If my assets are received more than 180 calendar days after Great-West receives my Incoming Transfer/Direct Rollover form, all monies received will be allocated the same as my ongoing allocation election on file with Great-West and I will need to call KeyTalk® or access the Web site to make changes.

I understand it is my obligation to review my confirmation and quarterly statements and inform Empower Retirement of any discrepancies or errors within 90 calendar days of the date of such confirmation.

My signature indicates that I have read, understand the effect of my election and agree to all pages of this Incoming Transfer/Direct Rollover form. I affirm that all information provided is true and correct. I understand that Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, Service Provider cannot conduct business with persons in a blocked country or any person designated by OFAC as a specially designated national or blocked person. For more information, please access the OFAC Web site at:
http://www.treasury.gov/about/organizational-structure/offices/Pages/Office-of-Foreign-Assets-Control.aspx.

Participant Signature **Date**

Participant forward to Service Provider at the address below

				98986-02
Last Name	First Name	M.I.	Social Security Number	Number

Authorized Plan Approval

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

Authorized Plan Signature for State of Tennessee 401(k) Plan **Date**

Great-West Retirement Services®
545 Mainstream Drive, Suite 407
Nashville, TN 37228
Phone #: 1-800-922-7772
Fax #: 1-615-256-5280
Web site: www.empower-retirement.com/participant