

WINTER 2009

for SoonerSave Participants

SoonerSave Now Offers Vanguard Target Retirement Funds

The Oklahoma Public Employees Retirement System Board of Trustees is pleased to announce that effective January 12, 2009, Vanguard Target Retirement Funds are available as Oklahoma SoonerSave investment options. These funds were added in an effort to provide investment options that are suitable for participants of every level of investment knowledge.

What Are Target Retirement Funds?

With the Target Retirement Funds, investing is as easy as picking the fund with the year that most closely corresponds with your expected retirement date. The funds with dates furthest in the future are the most aggressive with their underlying fund allocation and invest primarily in equity securities. As the retirement date of the fund gets closer, the fund adjusts the underlying funds incrementally to a more conservative investment mix as you get closer to retirement to help protect your assets. This happens automatically without you having to spend the time managing your

Target Retirement Funds offer:

Convenience

When you select a Target Retirement Fund, you can be confident that the portfolio you select will stay true to its objectives and yours.

Professional Management

The investment allocation is selected, regularly monitored and adjusted as needed.

• Diversification¹

In today's up and down financial markets, diversification is one way you can help manage portfolio risk and volatility in your retirement savings. Ranging from conservative to aggressive, each Target Retirement Fund is diversified with an allocation of investments covering a variety of asset classes and investment types. This diversification can allow for a more consistent rate of return while helping to reduce portfolio risk and volatility.

Target Retirement Funds are designed to be used as the only investment option that you defer to. Deferring less than 100% of your contribution to your chosen Target Retirement Fund may result in an unintended overlap of investments.

Visit www.soonersave.com for more information on the Target Retirement Funds.²

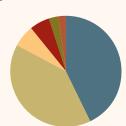
Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information you may obtain mutual fund prospectuses from www.soonersave.com. Read them carefully before investing.

Five New Vanguard Target Retirement Funds

Vanguard® Target Retirement 2010 Fund

Designed for investors planning to retire in or within a few years of 2010.

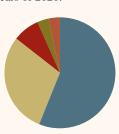
Vanguard Total Stock Market Index Fund⁴⁵: 42.9%
Vanguard Total Bond Market Index Fund⁴⁵: 40.0%
Vanguard Inflation-Protected Securities Fund⁴⁶: 6.3%
Vanguard European Stock Index Fund⁴⁷: 5.9%
Vanguard Pacific Stock Index Fund⁴⁷: 2.7%
Vanguard Emerging Markets Stock Index Fund⁴⁸: 2.2%



Vanguard® Target Retirement 2020 Fund

Designed for investors planning to retire in or within a few years of 2020.

Vanguard Total Stock Market Index Fund⁴: 56.3%
Vanguard Total Bond Market Index Fund⁴⁵: 29.4%
Vanguard European Stock Index Fund⁴⁷: 7.8%
Vanguard Pacific Stock Index Fund⁴⁷: 3.4%
Vanguard Emerging Markets Stock Index Fund⁴⁸: 3.1%



Vanguard® Target Retirement 2030 Fund

Designed for investors planning to retire in or within a few years of 2030.

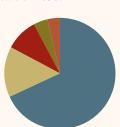
Vanguard Total Stock Market Index Fund⁴⁵: 68.2%

Vanguard Total Bond Market Index Fund⁴⁵: 14.7%

Vanguard European Stock Index Fund⁴⁷: 9.4%

Vanguard Pacific Stock Index Fund⁴⁷: 4.1%

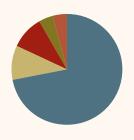
Vanguard Emerging Markets Stock Index Fund⁴⁸: 3.6%



Vanguard® Target Retirement 2040 Fund®

Designed for investors planning to retire in or within a few years of 2040.

Vanguard Total Stock Market Index Fund⁴⁷: 72.0%
Vanguard European Stock Index Fund⁴⁷: 10.0%
Vanguard Total Bond Market Index Fund⁴⁵: 9.7%
Vanguard Pacific Stock Index Fund⁴⁷: 4.4%
Vanguard Emerging Markets Stock Index Fund⁴⁸: 3.9%



Vanguard® Target Retirement 2050 Fund

Designed for investors planning to retire in or within a few years of 2050.

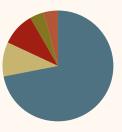
Vanguard Total Stock Market Index Fund⁴: 72.2%

Vanguard Total Bond Market Index Fund⁴³: 9.8%

Vanguard European Stock Index Fund⁴⁷: 9.8%

Vanguard Pacific Stock Index Fund⁴⁷: 4.5%

Vanguard Emerging Markets Stock Index Fund⁴⁸: 3.7%



Saver's Credit ... You May Be Eligible for a Tax Break

According to the Internal Revenue Service (IRS), low- and moderate-income workers can take steps now to save for retirement and earn a special tax credit in 2008 and future years. Eligible workers still have time to get the Saver's Credit on their 2008 tax return. However, you must have been contributing to the Plan in the year 2008. If you are not currently contributing to SoonerSave, you may want to schedule your 2009 contributions to take full advantage of the Saver's Credit. Here's who can claim the Saver's Credit:

- Married couples filing jointly with incomes up to \$53,000 in 2008 or \$55,500 in 2009
- Heads of household with incomes up to \$39,750 in 2008 or \$41,625 in 2009
- Married individuals filing separately and singles with incomes up to \$26,500 in 2008 or \$27,750 in 2009

Also known as the retirement savings contributions credit, the Saver's Credit helps offset part of the first \$2,000 workers voluntarily contribute to retirement savings plans, such as SoonerSave. Like other tax credits, the Saver's Credit can increase a taxpayer's refund or reduce the tax owed. Though the maximum Saver's Credit is \$1,000 (\$2,000 for married couples), a taxpayer's credit amount is based on his or her filing status, adjusted gross income, tax liability and amount contributed to qualifying retirement programs, such as SoonerSave.

In the 2006 tax year, the most recent year for which complete figures are available, Saver's Credits totaled almost \$900 million. The average Saver's Credit claimed was \$213 for joint filers, \$149 for heads of household and \$128 for single filers.

The Saver's Credit was made a part of the tax code in legislation enacted in 2006. To help preserve the value of the credit, income limits are now adjusted annually to keep pace with inflation. Please visit the IRS Web site at www.irs. gov for more information.

Source: http://www.irs.gov/newsroom/article/0,,id=200742,00.html

Suspension of Required Minimum Distributions for 2009

Investors age 70½ or older will not have to take a required minimum distribution (RMD) from their tax-deferred retirement accounts in 2009 thanks to the Worker, Retiree, and Employer Recovery Act of 2008 (H.R. 7327). This Act, passed by both the U.S. House and Senate, includes a relief measure that waives the RMD to help retirees whose accounts have already been reduced by last year's stock market downturn. However, RMDs required for 2008 must still be taken by April 1, 2009. Call your SoonerSave administrative offices at (800) 733-9008 or (405) 858-6705 for more information. For questions regarding your specific situation or for help with calculating your RMD, please consult your financial advisor or tax professional.

KeyTalk[®]: (877) 538-3457

Web: www.soonersave.com



- 1 Diversification of an investment portfolio does not ensure a profit and does not protect against loss in declining markets.
- 2 Access to KeyTalk* and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades/maintenance or other reasons.
- 3 Asset allocations shown are effective October 31, 2008. The allocations shown here for the Target Retirement Funds are subject to change. The Target Retirement Funds' allocations are based on an investment strategy based on risk and return. This is not intended as financial planning or investment advice. The Target Retirement Funds include some investment options not directly available to your plan. For more information about the funds, including the applicable underlying portfolios, review the prospectus/fund data sheets or contact your registered representative.
- 4 An index is not professionally managed, does not have a defined investment objective, and does not incur fees or expenses. Therefore, performance of an index fund will generally be less than its benchmark index. You cannot invest directly in an index.
- 5 A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.
- 6 U.S. Treasury securities are guaranteed as to the timely payment of principal and interest if held to maturity. Fund shares are neither issued nor guaranteed by the U.S. government.
- 7 Foreign investments involve special risks, including currency fluctuations and political developments.
- 8 Equity securities of companies located in emerging markets involve greater risks than investing in more established markets, including currency fluctuations, political developments and share illiquidity.
- 9 Great-West Retirement Services* is not responsible for and does not endorse the content contained in the additional Web sites provided These Web sites are for general education and information only and are provided as a benefit to the users of the sites.

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