TD AMERITRADE 401(k) Plan Features & Highlights

Your 401(k) plan is a powerful tool to help you reach your retirement dreams. As a supplement to other retirement benefits or savings that you may have, this voluntary plan allows you to save and invest tax-deferred money for retirement.

Not only will you defer taxes immediately, you may choose from a variety of investment options and can contribute regularly and automatically to these investments. You'll also learn more about saving and investing for your financial future.

Read these highlights to learn more about your plan and how simple it is to enroll. If there are any discrepancies between this document and the plan document or the summary plan description, the plan document and/or the summary plan description will govern.

Getting Started How does a 401(k) plan benefit me?

A 401(k) plan is a retirement savings and investment plan designed to allow eligible Associates to supplement any existing retirement and pension benefits by saving and investing pre-tax dollars through voluntary salary deferral. Contributions and any earnings on contributions are tax-deferred until money is withdrawn. Distributions are usually taken at retirement when many participants are typically receiving less income, and may be in a lower income tax bracket.

Why should I participate in the plan?

You may want to participate if you are interested in saving and investing additional money for retirement and/or reducing the amount of current state and federal income tax you pay each year. Your 401(k) plan can be an excellent tool to help you make your future more secure. You may also qualify for a federal income tax credit by participating in this plan. Please contact your tax adviser for more information regarding this tax credit.

Is there any reason why I should not participate in the 401(k) Plan?

Participating may not be advantageous if you are experiencing extreme financial difficulties, have excessive debt, do not have an adequate emergency fund (typically in an easy-to-access account), or expect to be in a higher tax bracket during your retirement.

Who is eligible to enroll?

All regular, full-time TD AMERITRADE Associates are eligible to enroll in the plan on the first of the month following their 21st birthday.

Contractors and consultants are not eligible to participate in the plan.

The plan provides for a discretionary profit sharing contribution in an amount to be determined by TD AMERITRADE. To be eligible for this contribution to the plan, Associates must meet the enrollment criteria above and must have worked at least 1,000 hours in the previous year.

Associates who participate in the Management Incentive Plan are not eligible for the Company match or profit sharing contributions.

How do I enroll?

New Associates will be automatically enrolled in the plan at 3% per year, increasing 1% each year until a 6% deferral is reached. You may increase or decrease your deferral, or opt out of the plan at any time. Current Associates can enroll in the plan through the Web site at www.tdameritrade401kplan.com.

How much is the Company match?

TD AMERITRADE will match at 50% on employee deferrals or Roth contributions up to 6% of compensation.

What are the contribution limits? Pre-tax contributions

In 2009, the pre-tax maximum contribution amount is 75% of your compensation or \$16,500, whichever is less. Participants turning age 50 or older in 2009 may contribute an additional \$5,500 in 2009.

The maximum contribution amounts are set by the Internal Revenue Service and may be adjusted in subsequent years for inflation. Adjustments are usually made in \$500 increments.

Roth option

The Roth option gives you the flexibility to designate all or part of your 401(k) elective deferrals as Roth contributions.

Roth contributions are made with after-tax dollars, as opposed to the pre-tax dollars you contribute to a traditional 401(k). In other words, with the Roth option, you've already paid taxes on the money you contribute. With the traditional 401(k), your contribution is made on a pre-tax basis and you pay taxes only when you take a distribution.

What are my investment choices?

A wide array of core investment options is available through your plan. Each option is explained in further detail in your plan's fund sheets. Once you have enrolled, investment option information is also available through the Web site at **www.tdameritrade401kplan.com** or call KeyTalk[®] toll free at (**888**) **TDA-401K**. The Web site and KeyTalk[®] are available to you 24 hours a day, seven days a week.¹ In addition to the core investment options, a Self Directed Account (SDA) is available through TD AMERITRADE. The SDA allows you to select from numerous investment options. Investments in your SDA are made through TD AMERITRADE and are subject to fees set by the Company. A fee schedule is available on the Associate Resources page of Athena, under the "Other Benefits" tab. The SDA account is intended for knowledgeable investors who acknowledge and understand the risks associated with the investments contained in the SDA.

Managing Your Account How do I keep track of my account?

A quarterly account statement will be mailed to you showing your account balance and activity. You can also check your account balance on the Web site at **www.tdameritrade401kplan.com** or by calling KeyTalk[®] at (888) **TDA-401K** (888-832-4015).

How do I make investment option changes?

Use your Personal Identification Number (PIN)² and Username to access the Web site or you can use your Social Security number and PIN to access KeyTalk[®]. You can move all or a portion of your existing balances between investment options (subject to plan rules) and change how your payroll contributions are invested.³

Rollovers

May I roll over my account from my former employer's plan?

Balances from an eligible governmental 457(b), 401(k), 403(b) or 401(a) plan or an Individual Retirement Account (IRA) may be rolled over to the plan with approval of the plan administrator. For more information, call KeyTalk[®] at (888) TDA-401K and press "0" to speak to a Retirement Plan Specialist.

¹ Access to KeyTalk[®] and the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades and maintenance, or other reasons. 2 The account owner is responsible for keeping the assigned PIN confidential. Please contact a client service representative immediately if you suspect any unauthorized use.

³ Transfer requests made via the Web site or KeyTalk[®] 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.

May I roll over my account if I leave TD AMERITRADE?

If you leave TD AMERITRADE, you may roll over your vested account balance to another eligible governmental 457(b), 401(k), 403(b) or 401(a) plan if your new employer's plan accepts such rollovers. You may also roll over your vested account balance to an IRA. For more information, call KeyTalk[®] at (888) TDA-401K and press "0" to speak to a Retirement Plan Specialist.

Vesting

When am I vested in the plan?

Vesting refers to the percentage of your account you are entitled to receive when a qualified distribution is made. The value of your contributions to the plan and any earnings they generate are always 100% vested (including rollovers from previous employers).

The value of Company match and profit sharing contributions to the plan, and any earnings they generate, are vested as follows:

Vested Percentage of Employer Contributions
0%
20%
40%
60%
80%
100%

Distributions When can I receive a distribution from my account?

Qualifying distribution events are as follows:

- retirement
- permanent disability
- financial hardship (as defined by the Internal Revenue Code and your plan's provisions)
- severance of employment (as defined by the Internal Revenue Code provisions)
- attainment of age 59¹/₂
- death (your beneficiary receives your benefits)

Traditional 401(k) accounts:

Ordinary income tax will apply to each distribution. Distributions received prior to age 59½ may also be assessed a 10% early withdrawal federal tax penalty. Refer to your summary plan description for more information about distributions.

Roth 401(k) accounts:

If you withdraw your Roth contributions and earnings after you've reached age 59½ or severed employment due to death or disability and have held the account for at least five years, the distribution is income tax and penalty free.

If you take a distribution from your Roth 401(k) account before age 59½, death, disability or before the five-year period beginning with your first Roth contribution, you will pay income taxes plus a 10% penalty tax on any earnings that are distributed.

What are my distribution options?

- Leave the value of your account in the plan until a future date (subject to certain minimum balance restrictions).
- 2) Receive:
 - periodic payments
 - fixed annuity payments
 - partial lump sum
 - a lump sum
- Roll over your account balance to an eligible governmental 457(b), 401(k), 403(b) or 401(a) plan that accepts such rollovers or to an IRA.

Plan Fees

Are there any record keeping or administrative fees?

There is a \$48 annual participant fee. However, TD AMERITRADE uses forfeitures (unvested contributions in accounts of former Associates) to offset this fee.

Are there any fees for the investment options?

Each investment option has a management fee that varies by investment option. These fees are deducted by each investment option's management company before the daily price or performance is calculated. Fees pay for trading of securities within the investment options and other management expenses.

Funds may impose redemption fees on certain transfers, redemptions or exchanges.

There is a \$15 quarterly fee to participate in the 401(k) SDA option but this fee will be paid by TD AMERITRADE with plan forfeitures (unvested contributions in accounts of former Associates).

Are there any distribution fees? No

Loans May I take a loan from my account?

Your plan allows you to borrow the lesser of \$50,000 or 50% of your total vested account balance. The minimum loan amount is \$1,000 and you have up to five years to repay a general purpose loan—up to 15 years if the money is used to purchase your primary residence. There is also a \$50 origination fee for each loan, plus an ongoing annual \$25 maintenance fee deducted from your account at \$6.25 per quarter. The annual maintenance fee has been waived for all existing loans.

Taxes

How does my participation in the plan affect my taxes?

For before-tax contributions:

- Before-tax contributions and any earnings are tax-deferred until you withdraw money.
- Distributions from the plan are taxable as ordinary income during the years in which they are distributed or made available to you or to your beneficiary(ies).
- A 10% early withdrawal federal tax penalty may also apply to distributions taken before age 591/2.

For Roth 401(k) contributions:

- Taxes are paid at the time of contribution.
- Distribution of earnings and contributions are not taxable if you have reached age 59¹/₂ or severed employment due to death or

disability and have held the account for at least five years.

• Income taxes and a 10% early withdrawal federal tax penalty may apply to any earnings distributed before age 59½, death, disability or before the five-year period beginning with your first Roth contribution.

Investment Assistance Can I get help with my investment decisions?

Representatives of Great-West Retirement Services and its affiliated companies cannot give investment advice. However, there are financial calculators and tools on the Web site that can help you determine which investment options might be best for you.

How can I get more information? Visit the Web site at

www.tdameritrade401kplan.com or call KeyTalk[®] toll-free at (888) TDA-401K for more information. The Web site provides information regarding your plan, as well as financial education information, financial calculators and other tools to help you manage your account.

Core securities (except the self-directed brokerage option), when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. Brokerage services provided by TD AMERITRADE, Division of TD AMERITRADE Inc., member FINRA/SIPC. TD AMERITRADE is a trademark jointly owned by TD AMERITRADE IP Company, Inc. and The Toronto-Dominion Bank. (c)2009 TD AMERITRADE IP Company, Inc. All rights reserved. Used with permission. Additional information can be obtained by calling (866) 766-4015. TD AMERITRADE and Great-West Retirement Services are separate and unaffiliated ... 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. KeyTalk*, and Great-West Retirement Services* are service marks of Great-West Life & Annuity Insurance Company. All rights reserved. Form# 385003-01PH (10/09) PT92487 ©2009 Great-West Life & Annuity Insurance Company