

Notice of Investment Returns & Fee Comparison

939043-01 Learning Matters 401(k) Plan
www.gwrs.com

Your employer's retirement plan may be one of the most valuable investments you'll make for your future. It may be a large part of the retirement income you'll need to help keep your current lifestyle. For most people, it will need to last at least 20 years.

It is important to remember that your retirement account has the potential to grow over time and benefit from being in a tax-deferred plan. In traditional retirement plans you benefit from saving money out of your paycheck before taxes are taken out. Taxes are paid later when you take the money out of the account. Another benefit is that you are paying yourself first and investing for your future by automatically contributing from your paycheck where allowed by your plan.

The goal is to build your account through additional contributions and investment returns in your plan. Fees and expenses related to your plan can affect the overall long-term value of your account. The investment options you choose also affect your account. It is important for you to have a clear understanding of the investment options available through your plan and the fees and expenses that are part of your plan.

This notice includes important information to help you compare your Plan investment options and expenses. For more investment information including investment objectives or goals, principal strategies, risks, portfolio turnover rate, returns and expenses, please visit your Plan's website listed above. The website also includes education and tools designed to help you with making investment decisions. An online calculator is also available and it can assist you in determining the long-term effect of fees and expenses. A free paper copy of this disclosure is available by calling KeyTalk® at 1-800-338-4015.

SECTION	Document Summary
1	Investment Rate of Return and Expense Information - Shows investment return information for your plan's investment options. It shows past performance, investment management expenses and General Administrative Services Expenses.
2	Other Investment-Related Fees, Expense Information and Transfer Restrictions - Shows any fees and expenses that are in addition to the investment management expenses in Section 1. This section also shows any investment restrictions.
3	Guaranteed Retirement Income Options - Shows information about the Guaranteed Retirement Income Options in your retirement plan.
4	Plan-Related Information - Shows your Plan Related information and the General Administrative Services Expenses and Participant Elected Services Expenses tables. The General Administrative Services Expenses table shows non-investment expenses that pay for operating your Plan. The Participant Elected Services Expenses table shows expenses for optional services available through your Plan that may be charged to your individual account for the services you use.

1 – Investment Rate of Return and Expense Information

Variable Rate of Return Investments Table

This table looks at the rates of return from investments that increase and decrease in value. The table shows how these investments have performed over time. You can compare each investment option to a benchmark. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could lose money. Information about an investment option's principal risks is available on the Web site listed above.

Variable Return Investments									
Averaged Annualized Total Return as of 10/31/2014									
Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Guaranteed Lifetime Income									
Great-West SecureFoundation Balanced G1 ^{1,2,4}	N/A	1.80%	4.26%	6.40%	9.64%	N/A	7.96%	11/13/2009	0.75%/0.75%
							\$79.60 per \$1,000		\$7.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Great-West SecureFoundation LT 2015 G1 ^{1,2,4}	N/A	1.51%	4.10%	5.89%	8.86%	N/A	7.20%	11/13/2009	0.76%/0.76%
							\$72.00 per \$1,000		\$7.60 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	N/A	4.19%	11/13/2009	
							\$41.90 per \$1,000		
Great-West SecureFoundation LT 2020 G1 ^{1,2,4}	N/A	1.52%	4.03%	5.94%	8.83%	N/A	6.72%	01/31/2011	0.75%/0.75%
							\$67.20 per \$1,000		\$7.50 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	14.83%	01/31/2011	
							\$148.30 per \$1,000		
Great-West SecureFoundation LT 2025 G1 ^{1,2,4}	N/A	1.54%	4.07%	6.11%	9.65%	N/A	7.51%	11/13/2009	0.77%/0.77%
							\$75.10 per \$1,000		\$7.70 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		
Great-West SecureFoundation LT 2030 G1 ^{1,2,4}	N/A	1.47%	4.04%	6.67%	11.00%	N/A	7.61%	01/31/2011	0.79%/0.79%
							\$76.10 per \$1,000		\$7.90 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	14.83%	01/31/2011	
							\$148.30 per \$1,000		
Great-West SecureFoundation LT 2035 G1 ^{1,2,4}	N/A	1.45%	3.94%	7.01%	12.09%	N/A	8.89%	11/13/2009	0.80%/0.80%
							\$88.90 per \$1,000		\$8.00 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		
Great-West SecureFoundation LT 2040 G1 ^{1,2,4}	N/A	1.29%	3.79%	7.08%	12.56%	N/A	8.43%	01/31/2011	0.81%/0.81%
							\$84.30 per \$1,000		\$8.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	14.83%	01/31/2011	
							\$148.30 per \$1,000		
Great-West SecureFoundation LT 2045 G1 ^{1,2,4}	N/A	1.19%	3.60%	7.01%	12.57%	N/A	9.08%	11/13/2009	0.81%/0.81%
							\$90.80 per \$1,000		\$8.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		
Great-West SecureFoundation LT 2050 G1 ^{1,2,4}	N/A	0.99%	3.42%	6.75%	12.41%	N/A	8.21%	01/31/2011	0.81%/0.81%
							\$82.10 per \$1,000		\$8.10 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	14.83%	01/31/2011	
							\$148.30 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Great-West SecureFoundation LT 2055 G1 ^{1,2,4}	N/A	0.92%	3.35%	6.53%	12.26%	N/A	8.77%	11/13/2009	0.80%/0.80%
							\$87.70 per \$1,000		\$8.00 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	N/A	15.73%	11/13/2009	
							\$157.30 per \$1,000		
Asset Allocation									
Great-West Conserv Profile II Fund I ^{1,4}	N/A	1.01%	3.96%	4.65%	6.00%	5.90%	4.61%	09/30/1999	0.83%/0.83%
							\$46.10 per \$1,000		\$8.30 per \$1,000 Gross
Barclays US Aggregate Bond TR USD**		1.40%	5.12%	4.14%	2.73%	4.22%	4.64%	09/30/1999	
							\$46.40 per \$1,000		
Great-West Moderate Profile II Fund I ^{1,4}	N/A	1.90%	4.88%	7.04%	9.97%	8.85%	6.04%	09/16/1999	0.96%/0.96%
							\$60.40 per \$1,000		\$9.60 per \$1,000 Gross
Wilshire 5000 Total Market TR USD**		4.78%	10.04%	16.15%	19.56%	16.87%	8.61%	09/16/1999	
							\$86.10 per \$1,000		
Great-West Aggressive Profile II Fund I ^{1,4}	N/A	2.70%	5.95%	10.17%	15.47%	12.93%	6.69%	09/16/1999	1.18%/1.18%
							\$66.90 per \$1,000		\$11.80 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	09/16/1999	
							\$81.40 per \$1,000		
International Funds									
American Funds EuroPacific Growth R3 ^{1,4}	N/A	-2.28%	-1.69%	1.85%	9.21%	5.87%	6.52%	05/21/2002	1.14%/1.14%
							\$65.20 per \$1,000		\$11.40 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	05/21/2002	
							\$72.00 per \$1,000		
Great-West International Index Fund I ^{1,4}	N/A	-4.70%	-3.52%	-1.43%	8.60%	N/A	3.50%	01/13/2011	0.70%/0.70%
							\$35.00 per \$1,000		\$7.00 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	N/A	3.87%	01/13/2011	
							\$38.70 per \$1,000		
MFS International Value R2 ^{1,4}	N/A	-1.14%	0.90%	3.21%	12.35%	9.31%	7.63%	10/01/2008	1.34%/1.32%
							\$76.30 per \$1,000		\$13.40 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	10/01/2008	
							\$72.00 per \$1,000		
Oppenheimer Global A ⁴	N/A	0.60%	1.62%	6.13%	13.18%	10.94%	6.94%	12/22/1969	1.14%/1.14%
							\$69.40 per \$1,000		\$11.40 per \$1,000 Gross
Morningstar Gbl Mkts ex-US GR USD**		-5.34%	-0.61%	0.52%	8.45%	6.93%	7.20%	12/22/1969	
							\$72.00 per \$1,000		

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Specialty									
Great-West Real Estate Index Initial^{1,4}	N/A	6.75%	25.01%	18.55%	N/A	N/A	14.43%	11/27/2012	0.70%/0.70%
							\$144.30 per \$1,000		\$7.00 per \$1,000 Gross
Morningstar Real Estate Sector Index PR **		2.80%	18.12%	12.58%	N/A	N/A	9.47%	11/27/2012	
							\$94.70 per \$1,000		
Small Cap Funds									
Great-West S&P SmallCap 600 Index Fund I^{1,4}	N/A	5.27%	1.75%	7.57%	18.13%	17.40%	8.21%	12/01/1993	0.60%/0.60%
							\$82.10 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar Small Cap TR USD**		4.67%	4.40%	10.32%	18.90%	18.60%	9.75%	12/01/1993	
							\$97.50 per \$1,000		
ClearBridge Small Cap Growth A⁴	N/A	4.50%	-1.79%	3.53%	19.30%	17.99%	8.87%	07/01/1998	1.24%/1.24%
							\$88.70 per \$1,000		\$12.40 per \$1,000 Gross
Morningstar Small Growth TR USD**		5.39%	0.59%	5.75%	17.37%	18.75%	9.39%	07/01/1998	
							\$93.90 per \$1,000		
RidgeWorth Small Cap Growth Fund I⁴	N/A	3.83%	-7.19%	-2.70%	14.42%	15.60%	6.51%	10/08/1998	1.31%/1.30%
							\$65.10 per \$1,000		\$13.10 per \$1,000 Gross
Morningstar Small Growth TR USD**		5.39%	0.59%	5.75%	17.37%	18.75%	9.39%	10/08/1998	
							\$93.90 per \$1,000		
Royce Total Return K⁴	N/A	2.38%	-0.53%	3.93%	13.61%	13.43%	6.92%	05/01/2008	1.55%/1.55%
							\$69.20 per \$1,000		\$15.50 per \$1,000 Gross
Morningstar Small Cap TR USD**		4.67%	4.40%	10.32%	18.90%	18.60%	9.75%	05/01/2008	
							\$97.50 per \$1,000		
Mid Cap Funds									
Fidelity Advisor Leveraged Co Stk - T⁴	N/A	-1.69%	3.25%	8.25%	20.61%	16.39%	9.25%	12/27/2000	1.32%/1.32%
							\$92.50 per \$1,000		\$13.20 per \$1,000 Gross
Morningstar Mid Cap TR USD**		4.23%	9.50%	15.30%	20.11%	19.19%	10.40%	12/27/2000	
							\$104.00 per \$1,000		
Great-West S&P Mid Cap 400 Index Fund I^{1,4}	N/A	3.51%	5.54%	9.97%	16.76%	N/A	12.18%	01/21/2011	0.60%/0.60%
							\$121.80 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar Mid Cap TR USD**		4.23%	9.50%	15.30%	20.11%	N/A	15.28%	01/21/2011	
							\$152.80 per \$1,000		
Great-West T Rowe Price MidCap Gr Fund I^{1,4}	N/A	5.24%	7.75%	13.31%	17.09%	17.15%	9.84%	07/01/1997	1.03%/1.03%
							\$98.40 per \$1,000		\$10.30 per \$1,000 Gross

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Morningstar Mid Core TR USD**		4.85%	12.26%	17.28%	20.93%	20.41%	10.76%	07/01/1997	
							\$107.60 per \$1,000		
Lord Abbett Value Opportunities A ⁴	N/A	2.68%	4.30%	9.57%	15.08%	14.33%	10.25%	12/30/2005	1.28%/1.28%
							\$102.50 per \$1,000		\$12.80 per \$1,000 Gross
Morningstar Mid Cap TR USD**		4.23%	9.50%	15.30%	20.11%	19.19%	9.08%	12/30/2005	
							\$90.80 per \$1,000		
RidgeWorth Mid-Cap Value Equity A ⁴	N/A	2.71%	6.86%	10.68%	18.40%	15.78%	10.21%	10/27/2003	1.40%/1.40%
							\$102.10 per \$1,000		\$14.00 per \$1,000 Gross
Morningstar Mid Value TR USD**		2.29%	8.57%	14.34%	22.44%	18.75%	9.83%	10/27/2003	
							\$98.30 per \$1,000		
Large Cap Funds									
American Funds Growth Fund of Amer R3 ^{1,4}	N/A	3.79%	7.27%	12.77%	18.24%	13.66%	7.33%	05/21/2002	0.98%/0.98%
							\$73.30 per \$1,000		\$9.80 per \$1,000 Gross
Morningstar Large Growth TR USD**		5.85%	12.60%	19.64%	20.06%	17.35%	8.21%	05/21/2002	
							\$82.10 per \$1,000		
Columbia Diversified Equity Income A ⁴	N/A	2.56%	7.88%	14.53%	16.51%	13.08%	7.21%	10/15/1990	1.08%/1.08%
							\$72.10 per \$1,000		\$10.80 per \$1,000 Gross
Morningstar Large Value TR USD**		1.74%	7.64%	14.26%	17.06%	14.08%	6.51%	10/15/1990	
							\$65.10 per \$1,000		
Dreyfus Appreciation ⁴	N/A	3.15%	6.88%	11.63%	12.68%	12.34%	6.15%	01/18/1984	0.94%/0.94%
							\$61.50 per \$1,000		\$9.40 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	01/18/1984	
							\$81.40 per \$1,000		
Great-West American Century Gr Fund I ^{1,4}	N/A	4.15%	7.35%	12.60%	15.24%	N/A	13.20%	06/16/2011	1.00%/1.00%
							\$132.00 per \$1,000		\$10.00 per \$1,000 Gross
Morningstar Large Growth TR USD**		5.85%	12.60%	19.64%	20.06%	N/A	19.19%	06/16/2011	
							\$191.90 per \$1,000		
Great-West S&P 500 Index Fund I ^{1,4}	N/A	4.58%	9.45%	15.33%	17.85%	14.84%	6.47%	09/08/2003	0.60%/0.60%
							\$64.70 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar Large Cap TR USD**		5.02%	10.96%	17.18%	19.64%	16.27%	8.14%	09/08/2003	
							\$81.40 per \$1,000		
Great-West T. Rowe Price Eq Inc Fund I ^{1,4}	N/A	1.38%	4.33%	8.64%	16.43%	13.31%	6.21%	11/01/1994	0.82%/0.82%
							\$62.10 per \$1,000		\$8.20 per \$1,000 Gross

Investment Option	Ticker	3 mos	YTD	1 year	3 year	5 year	Since Start Date/10yr	Start Date	Gross/Net Investment Expenses~
Morningstar Large Value TR USD**		1.74%	7.64%	14.26%	17.06%	14.08%	6.51%	11/01/1994	
							\$65.10 per \$1,000		
Invesco Comstock R ^{1,4}	N/A	1.27%	6.06%	12.28%	18.46%	14.41%	6.25%	10/01/2002	1.08%/1.07%
							\$62.50 per \$1,000		\$10.80 per \$1,000 Gross
Morningstar Large Value TR USD**		1.74%	7.64%	14.26%	17.06%	14.08%	6.51%	10/01/2002	
							\$65.10 per \$1,000		
Marsico Focus ⁴	N/A	4.78%	10.03%	17.56%	17.50%	15.21%	7.63%	12/31/1997	1.36%/1.36%
							\$76.30 per \$1,000		\$13.60 per \$1,000 Gross
Morningstar Large Growth TR USD**		5.85%	12.60%	19.64%	20.06%	17.35%	8.21%	12/31/1997	
							\$82.10 per \$1,000		
Bond Funds									
Great-West Bond Index Fund I ^{1,4}	N/A	1.12%	4.02%	2.71%	1.35%	2.80%	3.43%	12/01/1992	0.50%/0.50%
							\$34.30 per \$1,000		\$5.00 per \$1,000 Gross
Morningstar Core Bond MCBI TR**		1.48%	5.15%	4.07%	2.86%	4.25%	4.80%	12/01/1992	
							\$48.00 per \$1,000		
Great-West Loomis Sayles Bond Fund I ^{1,4}	N/A	-1.01%	3.77%	4.19%	7.62%	8.69%	6.93%	11/01/1994	0.90%/0.90%
							\$69.30 per \$1,000		\$9.00 per \$1,000 Gross
Barclays US Universal TR USD**		1.26%	5.18%	4.38%	3.37%	4.74%	4.91%	11/01/1994	
							\$49.10 per \$1,000		
Great-West US Govt Mortgage Secur Fund I ^{1,4}	N/A	1.29%	3.76%	2.36%	1.18%	2.28%	3.19%	12/01/1992	0.60%/0.60%
							\$31.90 per \$1,000		\$6.00 per \$1,000 Gross
Morningstar Intermediate US Govt TR**		1.42%	3.42%	1.77%	1.46%	3.67%	4.55%	12/01/1992	
							\$45.50 per \$1,000		
PIMCO Total Return Admin ⁴	N/A	0.64%	3.06%	1.86%	3.05%	3.78%	4.64%	09/08/1994	0.71%/0.71%
							\$46.40 per \$1,000		\$7.10 per \$1,000 Gross
Morningstar Core Bond MCBI TR**		1.48%	5.15%	4.07%	2.86%	4.25%	4.80%	09/08/1994	
							\$48.00 per \$1,000		

Fixed Rate of Return Investments Table

This table looks at the investment options that have a fixed or set rate of return. It shows the current annual rate of return and the minimum annual rate or return. The table also shows how often the rate of return may change and the term or length of time you will earn this rate of return, if applicable. The investment provider of the fixed account may change the rate in the future. You may visit your plan's Web site or call KeyTalk® to find the current rate.

**Fixed Return Investments
as of 11/26/2014**

Investment Option	Current Fixed Rate	Gross/Net Investment Expenses~	Minimum Rate	Frequency of Fixed Rate Setting	Term
Guaranteed Portfolio Fund	1.20%	0.35%/0.35%	0.00%	Quarterly	12/31/2014
	\$12.00 per \$1,000	\$3.50 per \$1,000 Gross			

General Account Fund and Guarantee Provisions:

General Account crediting rates are net of cost of capital and expenses covered by the fund and guarantee provisions.

Cost of Capital is the return Great-West Life & Annuity Insurance Company (Great-West) earns on Great-West capital. Great-West is required by regulators to hold capital for the purpose of ensuring Great-West can meet all of its obligations associated with the General Account Fund. The amount of Great-West's capital and required return will fluctuate over time based on regulatory requirements, capital market conditions and the competitive environment.

The Fund Provision covers the range of investment expenses that are netted from the crediting rate, such as investment and operating expenses. The Fund Provision is calculated annually in aggregate for all General Account fixed funds offered by Great-West Retirement Services and does not reflect any product or plan specific underwriting adjustments. At 12/31/2013, the General Account Fund Provision is 0.35%. This includes an average annual notional allocation of 0.25% from Great-West's General Account to Great-West's recordkeeping functions. This allocation is not applicable if Great-West is not acting as both the investment provider and recordkeeper.

The Guarantee Provision covers the range of insurance expenses that are netted from the crediting rate, such as asset defaults, cost of insurance guarantees, and other expenses. The Guarantee Provision is calculated annually in aggregate for all General Account fixed funds offered by Great-West Retirement Services and does not reflect any product or plan specific underwriting adjustments. At 12/31/2013, the General Account Guarantee Provision is 0.54%. This expense changes over time as the value of insurance guarantees fluctuate due to both market and policyholder behaviors. They also vary based on the risk management techniques employed by the insurance provider. Because of the variances in the cost of the expenses, the level of the insurance guarantees as well as differences in risk management practices, this paragraph is the only section in which these expenses are disclosed.

For more information on the General Account Fixed Funds, including termination options, please see your Group Annuity Contract.

1 Additional information on this Investment Option can be found in Section 2.

2 Additional information on this Investment Option can be found in Section 3.

3 Mutual Fund Option. The start/inception date is that of the fund's original share class. Performance returns for mutual fund options in your Plan offering a different share class with a more current start/inception date have been adjusted to reflect the fees and charges associated with the actual share class.

4 Offered through a group fixed and variable deferred annuity issued by the applicable insurance company. Returns prior to the inception date of the separate account are hypothetical and are based on the inception date of the underlying investment option, adjusted to reflect the deduction of fees and charges associated with the annuity contract.

* Performance returns not available at time of production.

N/A - Performance returns are not applicable, or not available at time of production.

~ Gross Total Annual Operating Expenses are the gross fees potentially charged to the investment option and are displayed above in accordance with fee disclosure regulations. The Net Total Annual Operating Expenses, also displayed above as supplementary information, are the actual amounts charged by the investment option and may be different from the Gross Expenses due to certain fee waivers or additional expenses charged by other service providers. Expenses reduce the return of the investment option. Part of these fees may be shared with the plan's service providers to help pay for plan administration and/or recordkeeping fees. Please see the participant website for more information.

** A benchmark index is not actively managed. It does not have a defined investment objective and does not incur fees or expenses. You cannot invest directly in a benchmark index.

General Administrative Services Expenses Table

This table shows expenses that pay for operating the Plan. These expenses are described below. Fees and expenses for general plan administrative services (for example, recordkeeping services and custodial services) may be charged to the Plan. These fees and expenses may be charged to your individual account if not paid by the Plan Sponsor and/or included in investment-related fees and expenses. How the expenses are charged to participant accounts will depend on the nature of the expense. For example, some fees may be charged as a fixed dollar amount per participant or as a

percentage amount spread across the account balances. Blank fields in the table can be assumed to be not applicable or zero.

General Administrative Services Expenses as of 11/26/2014				
Fee Type	Annual Amount	Quarterly Amount	Frequency	Description
Variable Asset Charge	1.00%	0.25%	Built into the price	The Variable Asset Charge pays for administrative costs of the plan. It is assessed on a daily basis and will equal the annual amount if you are in the plan from January 1 through December 31. This percentage is divided by the number of days the market is open and applied to the daily unit value for all variable funds.
	\$10.00 per \$1,000	\$2.50 per \$1,000		

2 – Other Investment-Related Fees, Expense Information and Transfer Restrictions

Other Investment-Related Fees, Expense Information and Restrictions

This table looks at fees, expenses and transfer restrictions that are in addition to the Investment Expenses in Section 1. Fees and expenses are only one of many things to think about when deciding to invest. You may also want to think about whether an investment in a particular investment option, along with your other investments, will help you reach your financial goals.

Other Investment-Related Fees and Restrictions as of 11/26/2014		
Investment Option	Transfer Rule	Shareholder Type Fees^
Great-West SecureFoundation Balanced G1	2,3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2015 G1	2,3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2020 G1	3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2025 G1	2,3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2030 G1	3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2035 G1	2,3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2040 G1	3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2045 G1	2,3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2050 G1	3,4,5,6,7,8,9	
Great-West SecureFoundation LT 2055 G1	2,3,4,5,6,7,8,9	
Great-West Conserv Profile II Fund I	2	
Great-West Moderate Profile II Fund I	2	
Great-West Aggressive Profile II Fund I	2	
American Funds EuroPacific Growth R3	1	
Great-West International Index Fund I	2	
MFS International Value R2	1	

Investment Option	Transfer Rule	Shareholder Type Fees^
Great-West Real Estate Index Initial	2	
Great-West S&P SmallCap 600 Index Fund I	2	
Great-West S&P Mid Cap 400 Index Fund I	2	
Great-West T Rowe Price MidCap Gr Fund I	2	
American Funds Growth Fund of Amer R3	1	
Great-West American Century Gr Fund I	2	
Great-West S&P 500 Index Fund I	2	
Great-West T. Rowe Price Eq Inc Fund I	2	
Invesco Comstock R	1	
Great-West Bond Index Fund I	2	
Great-West Loomis Sayles Bond Fund I	2	
Great-West US Govt Mortgage Secur Fund I	2	
Guaranteed Portfolio Fund		Should the Plan Sponsor terminate the group annuity contract, transfer restrictions and/or possible termination fees may apply. If your Plan Sponsor terminates the group annuity contract, please call Great-West Retirement Services for more information.

Rule #1 - Fund company restriction: A transfer of \$5000 or more into this fund will not be permitted if a prior transfer of \$5000 or more was made out of this fund in the last 30 days.

Rule #2 - Due to the frequent trading policy and procedures regarding market timing and excessive trading, if 2 round trips have been processed INTO the fund there may be transfer restrictions. Given the fund's frequent trading policy and procedures and previous warnings, you may be restricted from transferring money into this fund for 30 days.

Rule #3 - Transfers into this fund are not permitted if certain outbound transactions, such as transfers, loans or disbursements, have occurred in the last 90 days. Contact your plan sponsor if you have questions.

Rule #4 - Transfers into this fund will not be permitted if you have reached the age limitation. Please contact your plan sponsor if you have any questions.

Rule #5 - Transfers into this fund will not be permitted if your Guaranteed Annual Withdrawals have begun. Please contact your plan sponsor if you have any questions.

Rule #6 - Dollar Cost Average and/or transfers from this fund maybe prohibited. Please contact your plan sponsor if you have any questions.

Rule #7 - Dollar Cost Average and/or transfers into this fund maybe prohibited. Please contact your plan sponsor if you have any questions.

Rule #8 - This fund is not allowed as part of a transfer from a Rebalancer. Please contact your plan sponsor if you have any questions.

Rule #9 - This fund is not allowed as part of a transfer into a Rebalancer. Please contact your plan sponsor if you have any questions.

^Shareholder/Shareholder-Type Fees are fees paid directly from your investment in this option (e.g., sales loads, sales charges, deferred sales charges, redemption fees, exchange fees, account fees, purchase fees, transfer or withdrawal fees).

NOTE: More current information about the Plan's investment options, including fees, expenses and performance updates, may be available at your plan's Web site.

3 – Guaranteed Retirement Income Options

Guaranteed Retirement Income Options Table

This table lists the investment options chosen by your plan that provide guaranteed retirement income under the Plan. The guaranteed retirement income options let you receive a guaranteed stream of payments usually beginning when you retire

and lasting for your entire life. Annuities are issued by insurance companies. Guarantees of an insurance company are subject to its long-term financial strength and claims-paying ability.

SecureFoundation Retirement Income Option as of 11/26/2014			
Name	Objective/Goals	Pricing Factors	Restrictions/Fees
Great-West SecureFoundation® Guaranteed Lifetime Withdrawal Benefit (GLWB)	<p>To provide predictable, guaranteed income for life with:</p> <ul style="list-style-type: none"> ▪ Upside potential – income can increase with positive fund performance ▪ Downside protection – income does not decline due to negative fund performance ▪ Longevity protection – income is guaranteed for life <p>Guaranteed income is provided by Guaranteed Annual Withdrawals (GAWs) which vary depending on age at which GAWs are started and single vs. joint election.</p> <p>Available with the purchase of certain Covered Funds which vary by plan. Depending on your plan selection, Covered Funds may include:</p> <ul style="list-style-type: none"> ▪ Great-West SecureFoundation® Balanced Portfolio ▪ Great-West SecureFoundation® Lifetime Portfolios* (2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, 2055) ▪ Great-West SecureFoundation® Lifetime Balanced Fund ▪ Great-West SecureFoundation® Lifetime Funds* (2015, 2020, 2025, 2030, 2035, 2040, 2045, 2050, 2055) <p>*GLWB protection does not start until Trigger Date which is 10 years before date named in the fund</p> <p>Please see disclosure document or call 866-696-8232 for questions or additional information.</p>	Not Applicable.	<p>Available Funds: Only available with the purchase of Covered Funds. For Balanced Funds, GLWB protection and Guarantee Benefit Fee start immediately. For other funds, GLWB protection and Guarantee Benefit Fee start on the Trigger Date.</p> <p>Benefit Election: No minimum age to contribute. First contribution must be before age 85.</p> <p>GAW Election:</p> <ul style="list-style-type: none"> ▪ Single GAWs: Participant must be 55 and have a distributable event ▪ Joint GAWs: <ul style="list-style-type: none"> • 2nd Covered Person must be participant's spouse and sole beneficiary of the account. • Both the spouse and participant must be age 55 or older • There must be a distributable event <p>Guaranteed Benefit Fee:</p> <ul style="list-style-type: none"> ▪ Annual fee is 0.90% of Covered Fund Value, deducted monthly ▪ The annual Guarantee Benefit Fee will not be lower than 0.70% and will not be higher than 1.50% of the Covered Fund Value and can change with 30 days notice. ▪ The fee is in addition to any investment management fees you may pay. <p>Contributions and Transfers:</p> <ul style="list-style-type: none"> ▪ Contributions are not allowed into the fund once GAWs have been started ▪ Transfers are not allowed in to the fund for 90 days following a fund redemption, excluding redemptions to pay the Guarantee Benefit fee <p>Maximum Benefit Base is \$5,000,000</p>

4 – Plan-Related Information

Plan-Related Information is an explanation of general plan information. It includes a description of non-investment management fees and expenses that may be charged to your account. This section also includes a list of the Participant Elected Services Expenses.

General Information

Non-Investment Management Fees and Expenses: Includes recordkeeping, accounting, legal or other administrative fees that may be charged to your account. The dollar amount actually charged to your account during the previous quarter for such administrative or individual expenses will be reported to you on your quarterly statement. If you have additional questions related to fees on your account, please contact KeyTalk® or your Plan Administrator.

Investment Instructions: Your plan lets you direct the investment of your account in the investment options listed in Section 1. You may make changes to your investment options via the plan's Web site or by calling KeyTalk®.

Limitations on Investments: Limits on making changes to your investment choices may be imposed by the Plan Administrator or by a manager of an investment option. Any limits or restrictions made by a fund manager are described in the prospectus for the fund. They include restrictions intended to prevent "market timing" (i.e., rapid trading in and out of a fund). If these restrictions apply then they will be listed in Section 2. In addition to the limits and restrictions described in the prospectus, the Plan Administrator may have other restrictions on making changes to your investment choices. If the

Plan Administrator has additional limits, they will be described in a separate document that will be provided to you by your Plan Administrator.

Voting, Tender, and Similar Rights: The appropriate Plan fiduciaries, or an individual or an institution designated by the Plan fiduciaries, will exercise any voting or other rights associated with ownership of the Designated Investment Alternatives offered in your Plan.

Participant Elected Services Expenses Table

This table shows expenses for optional services available through your plan. Certain fees may be charged to your individual account for optional services you use.

Participant Elected Services Expenses as of 11/26/2014			
Service	Fee Amount	Frequency	Description
Loan Maintenance Fee	\$12.50	Quarterly	This fee is for annual maintenance of your existing loan. If you have more than one loan, you will be assessed the fee for each outstanding loan.
Loan Origination Fee	\$75.00	Per Loan	This fee is for the processing of your loan. This fee is applied each time you request a loan from your retirement account and is taken from the proceeds prior to distribution.
Benefit Disbursement Fee	\$50.00	Per Distribution	This fee is for the processing of a distribution from your account.
ACH Special Handling Charge	\$15.00	Per Distribution	Automated Clearing House. This fee is for transferring your distribution directly into your bank account.
AAG Online Investment Advice	\$6.25	Quarterly	This fee applies if you are enrolled in the Investment Advice option.
AAG Online Managed Accounts	Up to \$100K = 0.137500% Next \$150K = 0.112500% Next \$150K = 0.087500% Over \$400K = 0.062500%	Quarterly	This fee applies if you are enrolled in the Managed Account service and is deducted from the assets within the Managed Accounts service.
Great-West SecureFoundation	0.075%	Monthly	This fee is for the Great-West SecureFoundation Guaranteed Benefit Fee and is deducted from applicable Great-West SecureFoundation fund balances.
EXPRESS Special Handling Charge	\$25.00	Per Distribution	This fee is for sending your distribution via 1- to 2-day express delivery.
WIRE Special Handling Charge	\$40.00	Per Distribution	This fee is for sending your distribution to your bank account via electronic wire.

Fees and expenses do add up and can have a big impact on your retirement savings. Fees and expenses are only two of many other factors to think about when you make investment decisions.

You can visit the Department of Labor website for an example showing the long-term effect of fees and expenses - http://www.dol.gov/ebsa/publications/401k_employee.html.

Visit your plan's website listed in the title for a glossary of investment terms relevant to the investment options under this plan. To request additional Plan information, or a paper copy of certain information available online, free of charge, contact a representative at Great-West Financial, PO Box 173764, Denver, CO 80217-3764.