

**Participant Enrollment
Governmental 457(b) Plan**



Massachusetts Deferred Compensation SMART Plan - Mandatory OBRA

98966-02

Participant Information

Last Name			First Name			MI		
Social Security Number								
Address - Number & Street								
City			State			Zip Code		
()			()					
Home Phone			Work Phone					
E-Mail Address								
<input type="checkbox"/> Married			<input type="checkbox"/> Unmarried			<input type="checkbox"/> Female <input type="checkbox"/> Male		
Mo Day Year			Mo Day Year					
Date of Birth			Date of Hire					
Do you have a retirement savings account with a previous employer or an IRA? <input type="checkbox"/> Yes or <input type="checkbox"/> No								

Important Notice: Employees participating in the Massachusetts Deferred Compensation SMART Plan - OBRA Mandatory Plan (the Plan) must complete Social Security Form SSA-1945. The Plan has been designated as an alternative retirement system for part time employees not covered by their employers retirement system. The SSA-1945 explains the potential effects of the Windfall Elimination Provision and Government Pension Offset Provision under the Social Security law which may reduce the amount of your Social Security retirement or disability benefits, and/or benefits received by you as a spouse or an ex-spouse. If you have any questions regarding SSA-1945 or if you have not completed SSA-1945, please contact your employer.

Statement Delivery - Participant quarterly statements are sent regular mail via the U.S. Postal Service. If you prefer an environmentally friendly alternative, please visit www.mass-smart.com for fast and easy enrollment in our Online File Cabinet service.

Payroll Information

To be completed by Representative: _____	
Division Name	Division Number

Investment Option Information (applies to all contributions) - Please refer to your communication materials for information regarding each investment option.

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.

<u>INVESTMENT</u> <u>OPTION CODE</u> (Internal Use Only)
The Income Fund MELINC 100%



Last Name

First Name

MI

Social Security Number

Plan Beneficiary Designation

This designation is effective upon execution and delivery to Service Provider at the address below. I have the right to change the beneficiary. If any information is missing, additional information may be required prior to recording my beneficiary designation. If my primary and contingent beneficiaries predecease me or I fail to designate beneficiaries, amounts will be paid pursuant to the terms of the Plan Document or applicable state law.

You may only designate one primary and one contingent beneficiary on this form. However, the number of primary or contingent beneficiaries you name is not limited. If you wish to designate more than one primary and/or contingent beneficiary, do not complete the section below. Instead, complete and forward the Beneficiary Designation form.

Primary Beneficiary**100.00%**

% of Account Balance	Social Security Number	Primary Beneficiary Name	Relationship	Date of Birth
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Contingent Beneficiary**100.00%**

% of Account Balance	Social Security Number	Contingent Beneficiary Name	Relationship	Date of Birth
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Participation Agreement

Withdrawal Restrictions - I understand that the Internal Revenue Code (the "Code") and/or my employer's Plan Document may impose restrictions on transfers and/or distributions. I understand that I must contact the Plan Administrator/Trustee to determine when and/or under what circumstances I am eligible to receive distributions or make transfers.

Compliance With Plan Document and/or the Code - Participation in this Plan is mandatory. A deduction will be taken from your wages and invested on your behalf based on your employer's Plan Document. I agree that my employer or Plan Administrator/Trustee may take any action that may be necessary to ensure that my participation in the Plan is in compliance with any applicable requirement of the Plan Document and/or the Code. I understand that the maximum annual limit on contributions is determined under the Plan Document and/or the Code. I understand that it is my responsibility to monitor my total annual contributions to ensure that I do not exceed the amount permitted. If I exceed the contribution limit, I assume sole liability for any tax, penalty, or costs that may be incurred.

Incomplete Forms - I understand that in the event my Participant Enrollment form is incomplete or is not received by Service Provider at the address below prior to the receipt of any deposits, I specifically consent to Service Provider retaining all monies received and allocating them to the default investment option.

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.

Signature(s) and Consent**Participant Consent**

I have completed, understand and agree to all pages of this Participant Enrollment form. 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>.

Deferral agreements must be entered into prior to the first day of the month that the deferral will be made. I verify that this enrollment was unsolicited. I did not meet with a representative on a one-on-one basis regarding investment options.

Participant Signature**Date**

Participant forward to Service Provider at:
Great-West Retirement Services®

P.O. Box 173764

Denver, CO 80217-3764

Phone #: 1-877-457-1900

Fax #: 1-866-745-5766

Web site: www.mass-smart.com

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.

**Paycheck Contribution Election
Governmental 457(b) Plan**

Use black or blue ink when completing this form. For questions regarding this form, contact Service Provider at 1-877-457-1900.

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A Participant Information

Social Security Number _____		Account Extension _____	<i>Account extension identifies funds transferred to a beneficiary due to death, alternate payee due to divorce or a participant with multiple accounts.</i>
Last Name _____		First Name _____ M.I. _____	
Street Address _____		Date of Birth _____ ()	
City _____ State _____ Zip Code _____		Personal Phone Number _____ ()	
Email Address _____		Work Phone Number _____	
Division/Payroll Center _____		<input type="checkbox"/> Married <input type="checkbox"/> Unmarried	

B Payroll Election(s)

Paycheck Contribution Election (Payroll Deductions)

Select One: ☐ Start ☐ Restart ☐ Change ☐ Stop

I elect to contribute to the Plan the following amount(s) or percentage(s) of my eligible compensation indicated below (*per pay period*):

☐ Before-Tax Contributions \$ _____ or _____ %

Payroll Effective Date (*mm/dd/yyyy*) _____ / _____ / _____ Date of Hire (*mm/dd/yyyy*) _____ / _____ / _____

The total annual before-tax contributions cannot exceed \$17,000.00 of my eligible compensation in the 2012 tax year.

Multiple Recordkeepers (Specify recordkeeper name)

I elect to contribute the following amounts or percentages (*per pay period*) indicated below:

- | | |
|-------------------|---------------------|
| 1. _____ | \$ _____ or _____ % |
| Recordkeeper Name | |
| 2. _____ | \$ _____ or _____ % |
| Recordkeeper Name | |

Catch-Up Election

Age 50 §457 Catch-Up:

I elect to contribute to the Plan additional Age 50 Catch-Up amount(s) or percentage(s) of my eligible compensation as indicated below (*per pay period*):

☐ Before-Tax Contributions \$ _____ or _____ %

Payroll Effective Date (*mm/dd/yyyy*) _____ / _____ / _____

The total before-tax Age 50 Catch-Up amount cannot exceed \$5,500.00 of my eligible compensation in the 2012 tax year. Only one type of §457 Catch-Up may be used in a calendar year. If I am eligible for both types of Catch-Up this year, I may select either Age 50 §457 Catch-Up or Special §457 Catch-Up, whichever would result in the larger Catch-Up amount for this calendar year. I must be age 50 or older by the end of this calendar year and I may not use the Special §457 Catch-Up this year.

☐ I elect to cancel my Catch-Up contribution election.

-OR-



Special §457 Catch-Up:

I elect to contribute to the Plan the Special §457 Catch-Up amount(s) of my eligible compensation as indicated below (*per pay period*):

☐ Before-Tax Special §457 Catch-Up amount of \$ _____

Payroll Effective Date (mm/dd/yyyy) _____ / _____ / _____

The total before-tax Special §457 Catch-Up amount cannot exceed \$17,000.00 of my eligible compensation in the 2012 tax year. (*When added to the basic contribution amount, the aggregate maximum available is \$34,000.00 in 2012.*) I may only use Special §457 Catch-Up in one or more of the three calendar years that **END PRIOR TO** Normal Retirement Age (NRA). I have designated my NRA year below. I must have "underutilized amounts" by not contributing the maximum amount available to me under this Plan in any prior calendar years in which I was eligible to participate. I have calculated the total underutilized amounts I have available for Special §457 Catch-Up using the attached Underutilized Amounts Worksheet as indicated below. The calculation tools are provided for my convenience and I should consult with my tax advisor about my tax situation.

NRA Year: _____ Underutilized Amount: \$ _____

☐ I elect to cancel my Catch-Up contribution election.

C Signatures and Consent
Participant Consent

My signature acknowledges that I have read, understand and agree to all pages of this form and affirms that all information that I have provided is true and correct. I also understand that:

- Until cancelled, superseded or I cease to be an eligible employee, all election(s) shall apply to all eligible compensation allowed by the Plan paid from the effective date specified unless a different effective date is required under the terms of the Plan and cancels all previous elections.
- Payroll elections must be entered into prior to the first day of the month that the deferral will be made.
- I may change the dollar amount or percentage of compensation contributed as allowed under the terms of the Plan.
- It is my responsibility to comply with any Internal Revenue Code deferral limits and that I may be responsible for any costs, including taxes and penalties that I may incur as a result of excess contributions.
- My Plan Administrator/Trustee may take any action that may be necessary to ensure that my participation is in compliance with any applicable requirement of the Plan Document and the Internal Revenue Code.
- I authorize the payroll deduction as indicated on this form.

Any person who presents false or fraudulent information is subject to criminal and civil penalties.

Participant Signature _____ Date (Required) _____

Authorized Plan Administrator/Trustee Signature

I authorize the election indicated by the participant above.

Authorized Plan Administrator/Trustee Signature  Date (Required) _____

D Mailing Instructions

Participant forward to Employer

Employer please retain this document for your records. Payroll elections are not maintained by Service Provider.

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.

Underutilized Amounts Worksheet for Special §457 Catch-Up*Begin with the first year you became eligible to participate in this Plan. Ignore all prior years.***Instructions:**

- Multiply your includible compensation by the percentage in column **A**, and enter this amount in column **A** (includible compensation).
 - For years prior to 2002, includible compensation is equivalent to the amount shown on the W-2 in Box 1 (or Box 10 for years prior to 1993).
 - For 2002 and thereafter, includible compensation is equivalent to the amounts shown on the W-2 in Box 1, PLUS any amounts received from your employer as a qualified transportation fringe benefit, any amounts deferred under a §125 cafeteria plan and any contributions to a §401(k), §403(b) and §457(b) plan.
- In column **C**, enter the lesser of the amount in column **A** (includible compensation) or **B** (basic annual §457(b) contribution limit).
- From column **C**, subtract columns **D** (actual contributions) and **E** (other contributions) and enter that amount in column **F** (underutilized amount).
- Add totals from column **F** in the **TOTAL UNDERUTILIZED AMOUNTS** line at the end of the worksheet; this is your total underutilized amount.
- You may only use an underutilized amount equal to the current year's basic annual §457(b) contribution limit. Any remaining underutilized amount may be contributed in any remaining special catch-up years, up to an amount equal to that year's basic annual §457(b) contribution limit.
- NRA may not be changed in your second and third year of catch-up and you must subtract the Special §457 Catch-Up amounts you contributed in a prior year from the total underutilized amounts to determine your remaining underutilized amounts.

	A	B	C	D	E	F
Calendar Year	Includible Compensation (See instruction #1)	Basic §457(b) Contribution Limit	Lesser of <u>A</u> or <u>B</u>	Actual Contributions to <u>this</u> §457(b) Plan	Contributions to another §457(b), 403(b) or 401(k) for Years Prior to 2002 and thereafter, only to another §457(b)	Underutilized Amount
1979	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1980	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1981	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1982	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1983	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1984	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1985	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1986	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1987	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1988	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1989	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1990	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1991	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1992	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1993	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1994	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1995	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1996	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1997	33.3% x \$ _____ = \$ _____	\$7,500	\$ _____	\$ _____	\$ _____	\$ _____
1998	33.3% x \$ _____ = \$ _____	\$8,000	\$ _____	\$ _____	\$ _____	\$ _____
1999	33.3% x \$ _____ = \$ _____	\$8,000	\$ _____	\$ _____	\$ _____	\$ _____
2000	33.3% x \$ _____ = \$ _____	\$8,000	\$ _____	\$ _____	\$ _____	\$ _____
2001	33.3% x \$ _____ = \$ _____	\$8,500	\$ _____	\$ _____	\$ _____	\$ _____
2002	100% x \$ _____ = \$ _____	\$11,000	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2003	100% x \$ _____ = \$ _____	\$12,000	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2004	100% x \$ _____ = \$ _____	\$13,000	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2005	100% x \$ _____ = \$ _____	\$14,000	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2006	100% x \$ _____ = \$ _____	\$15,000	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2007	100% x \$ _____ = \$ _____	\$15,500	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2008	100% x \$ _____ = \$ _____	\$15,500	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2009	100% x \$ _____ = \$ _____	\$16,500	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2010	100% x \$ _____ = \$ _____	\$16,500	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____
2011	100% x \$ _____ = \$ _____	\$16,500	\$ _____	\$ _____	Other 457(b) \$ _____	\$ _____

Total Underutilized Amounts (Column F) \$ _____

Prior Special §457 Catch-Up Contributions, if any (Column E) - \$ _____ (subtract)

Total Underutilized Amounts Remaining = \$ _____ (equals)