

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

Filing at a Glance

Company: Great-West Life & Annuity Insurance Company

Product Name: GLWB 09 Amendment Riders SERFF Tr Num: GWSE-126731340 State: Arkansas

TOI: A02G Group Annuities - Deferred Non-variable SERFF Status: Closed-Approved- Closed State Tr Num: 46306

Sub-TOI: A02G.002 Flexible Premium Co Tr Num: GLWB 09 State Status: Approved-Closed
AMENDMENT RIDER

Filing Type: Form

Reviewer(s): Linda Bird

Authors: Keith Mancini, Camilia
Nguyen

Disposition Date: 08/03/2010

Date Submitted: 07/23/2010

Disposition Status: Approved-
Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name:

Status of Filing in Domicile: Not Filed

Project Number:

Date Approved in Domicile:

Requested Filing Mode: Review & Approval

Domicile Status Comments: Colorado provides an exemption to filing for group annuity contracts, as per CO Bulletin 5-92, (March 13, 1992) "...the filing of the annual Life Insurance and Annuity Form Exemption List is no longer required."

Explanation for Combination/Other:

Market Type: Group

Submission Type: New Submission

Group Market Size: Small and Large

Overall Rate Impact:

Group Market Type: Employer

Filing Status Changed: 08/03/2010

Explanation for Other Group Market Type:

State Status Changed: 08/03/2010

Deemer Date:

Created By: Keith Mancini

Submitted By: Keith Mancini

Corresponding Filing Tracking Number:

Filing Description:

New Form Filing, Great-West Life & Annuity Insurance Company

FEIN# 84-0467907

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /
NAIC# 769-68322

RE: Group Annuity Submission:

- Amendment Rider to the Group Fixed Deferred Annuity Contract, Form Numbers: GLWB 09 GBF (rev 7-10) and GLWB 09 CTSP (7-10)
- Application Form Number: GAC A GLWB 10

Dear Sir/Madam:

Great-West Life & Annuity Insurance Company ("Great-West"), encloses the above captioned forms for your review and approval. Additional documents in support of this submission are set forth below.

- Form Number: GLWB 09 GBF (rev 7-10): The amendment rider to the group fixed deferred annuity contract, GLWB 09 GBF (rev 7-10) is a new form submission and does not replace any other form. It will be attached as an amendment rider to the previously approved group fixed deferred annuity contract (form number GLWB 09).
- Form Number: GLWB 09 CTSP (rev 7-10): The amendment rider to the group fixed deferred annuity contract, GLWB 09 CTSP (rev 7-10) is a new form submission and does not replace any other form. It will be attached as an amendment rider to the previously approved group fixed deferred annuity contract (form number GLWB 09).
- Form Number: GAC A GLWB 10: The application to the group fixed deferred annuity contract, GAC A GLWB 10 (the "Application"), is a new form submission and will replace previously filed and approved application (form number GAC A GLWB 09). The Application was filed and approved with group fixed deferred annuity contract (form number GLWB 09).

Great-West has designed the forms to offer the following contract enhancements:

- Form Number GLWB 09 GBF (rev 7-10) allows the GLWB Guarantee Benefit Fee to be charged in the month following GLWB election pursuant to the three requirements in the Amendment rider.
- Form Number GLWB 09 CTSP (rev 7-10) allows GLWB Participants in Settlement Phase to remain covered under the group annuity contract after the Plan Sponsor terminates the contract.

The above captioned forms are exempt from filing in Colorado, the Company's state of domicile, pursuant to Regulation 5-92. Colorado requires a fee to be paid each February 28th based on the Company's direct written premium. If appropriate, a retaliatory fee has been paid in your state in conjunction with your annual premium tax return.

All bracketed material in the forms is variable. These forms are submitted in final print, but the Company reserves the right to change the spacing and font size of the type without re-filing.

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

To the best of our knowledge, this submission complies with your state laws and regulations. We look forward to your approval, but if you have any questions or need further information, kindly call me at our toll free number, 1-800-537-2033, extension 73822.

As always, we appreciate your diligence and courtesy.

Sincerely,

Camilia Nguyen,
Paralegal, Legal Department
camilia.nguyen@gwl.com

Company and Contact

Filing Contact Information

Camilia Nguyen, camilia.nguyen@gwl.com
8525 E. Orchard Rd. 800-537-2033 [Phone] 73822 [Ext]
Ste. 2T3 303-801-6056 [FAX]
Greenwood Village, CO 80111

Filing Company Information

Great-West Life & Annuity Insurance Company CoCode: 68322 State of Domicile: Colorado
8515 E. Orchard Road Group Code: 769 Company Type:
Greenwood Village, CO 80111 Group Name: State ID Number:
(800) 537-2033 ext. 73819[Phone] FEIN Number: 84-0467907

Filing Fees

Fee Required? Yes
Fee Amount: \$150.00
Retaliatory? No
Fee Explanation: 50.00 per form. 3 forms total.

State of Domicile, Colorado, is exempt filing state.
Per Company: No

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Great-West Life & Annuity Insurance Company	\$150.00	07/23/2010	38248845

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	08/03/2010	08/03/2010

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

Disposition

Disposition Date: 08/03/2010

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: GWSE-126731340 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
 Company Tracking Number: GLWB 09 AMENDMENT RIDER
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 Product Name: GLWB 09 Amendment Riders
 Project Name/Number: /

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		Yes
Supporting Document	Application		No
Supporting Document	Life & Annuity - Actuarial Memo		No
Supporting Document	Cover Letter		Yes
Supporting Document	Memorandum of Variable Material		Yes
Supporting Document	Application replacement		Yes
Form	Amendment Rider		Yes
Form	Amendment Rider		Yes
Form	Application to Group Annuity Contract		Yes

SERFF Tracking Number: GWSE-126731340 State: Arkansas
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 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 09 Amendment Riders
 Project Name/Number: /

Form Schedule

Lead Form Number: GLWB 09 GBF (rev 7-10)

Schedule Item Status	Form Number	Form Type Form Name	Action	Action Specific Data	Readability	Attachment
	GLWB 09 GBF (rev 7-10)	Policy/Cont Amendment Rider ract/Fratern al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0.000	GLWB 09 GBF (rev 7-10) 7-20-10.pdf
	GLWB 09 CTSP (rev 7-10)	Policy/Cont Amendment Rider ract/Fratern al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Initial		0.000	GLWB 09 CTSP (rev 7-10) 7-20-10.pdf
	GAC A GLWB 10	Application/ Application to Group Enrollment Annuity Contract Form	Initial		0.000	GAC A GLWB 10 (Application) 7-20-10.pdf

Great-West Life & Annuity Insurance Company

Amendment Rider Attached to and Forming Part of the Group Fixed Deferred Annuity Contract

GROUP FIXED DEFERRED ANNUITY CONTRACT AMENDMENT (“Amendment”)

The Amendment is effective on the Contract Date.

The following Amendment is added and attached to the Group Fixed Deferred Annuity Contract (“Contract”) and will supersede the provisions of the Contract and related riders, booklets, endorsements, amendments or other documents attached to the Contract, if any, to the extent those provisions are inconsistent with the provisions of this Amendment.

The third (3rd) paragraph of “Section 9: Guarantee Benefit Fee” is hereby amended to now read:

“The Guarantee Benefit Fee begins at the end of the month in which the Election Date falls; *provided, however*, the Guarantee Benefit Fee will be first assessed in the first month following the month in which the Election Date falls, if all of the following occur: (1) the Plan Sponsor causes any or all of its Plan Participants, Alternate Payees or Beneficiaries to invest in a Covered Fund, (2) the investment in the Covered Fund is concurrent with the Election Date, and (3) the investment in the Covered Fund occurs during the same month as the Contract Date due to a conversion from a previous provider. Great-West reserves the right to change the Guarantee Benefit Fee at any time and for any reason upon thirty (30) days written notice to the GLWB Participant and Plan Sponsor. Any change to the fee will affect all assets in the Covered Fund(s).”

[Signed for Great-West Life & Annuity Insurance Company on [January 1, 2011][the Effective Date of the Contract].



President

[Signed and accepted by the Plan Sponsor as part of Contract Number [12345-01] on and attached to the Contract [January 1, 2011].

Plan Sponsor: _____
By: _____
Name: _____
Title: _____]]

Great-West Life & Annuity Insurance Company

Amendment Rider Attached to and Forming Part of the Group Fixed Deferred Annuity Contract

GROUP FIXED DEFERRED ANNUITY CONTRACT AMENDMENT (“Amendment”)

The Amendment is effective on [the Contract Date][January 1, 2011].

The following Amendment is added and attached to the Group Fixed Deferred Annuity Contract (“Contract”) and will supersede the provisions of the Contract and related riders, booklets, endorsements, amendments or other documents attached to the Contract, if any, to the extent those provisions are inconsistent with the provisions of this Amendment.

The first (1st) paragraph under “If the Plan Sponsor Terminates the Contract” of “Section 10: Contract Termination” is hereby amended to now read:

“If the Plan Sponsor Terminates the Contract

If the Plan Sponsor terminates the Contract, all benefits, rights, and privileges provided by this Contract, including without limitation, the GLWB, shall terminate; provided however, that those benefits and rights conferred upon GLWB Participants in Settlement Phase at time of contract termination pursuant to Section 6 of the Contract shall remain in full force and effect as if the Contract had not been terminated. With respect to such GLWB Participants, the following Sections of the Contract shall survive termination: Section 6, 11.03, 11.04, 11.05, 11.06, 11.09, 11.10, 11.11 and 11.14. If the Plan Sponsor terminates the Contract, Plan Sponsor may not apply for a new contract until ninety (90) calendar days after the date of the most recent Contract termination. In this event, the provisions in the previous Contract will no longer apply.”

[Signed for Great-West Life & Annuity Insurance Company on [January 1, 2011][the Effective Date of the Contract].



President

[Signed and accepted by the Plan Sponsor as part of Contract Number [12345-01] on and attached to the Contract [January 1, 2011].

Plan Sponsor:

By: _____

Name: _____

Title: _____]]

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

A Stock Company

[8515 East Orchard Road

Greenwood Village, CO 80111]

For service, call [1-800-537-2033 (extension 73343)]

APPLICATION FOR GROUP ANNUITY CONTRACT

SECTION A. PLAN SPONSOR			
NAME OF PLAN SPONSOR		FEDERAL TAX ID #	
ADDRESS		SITUS	
STREET	CITY	STATE	ZIP CODE
TELEPHONE #	FAX #		TYPE OF ENTITY: <input type="checkbox"/> Church] <input type="checkbox"/> Public School] <input type="checkbox"/> Government] <input type="checkbox"/> 501(c)(3)] <input type="checkbox"/> S Corp] <input type="checkbox"/> Corporation] <input type="checkbox"/> Partnership] <input type="checkbox"/> LLC] <input type="checkbox"/> Sole Proprietorship] <input type="checkbox"/> Other _____]
FULL LEGAL NAME OF PLAN			
SECTION B. CONTRACTHOLDER			
NAME OF TRUSTEE, IF ANY, IF DIFFERENT THAN THE PLAN SPONSOR		[FEDERAL TAX ID #, if applicable	
ADDRESS		SITUS	
STREET	CITY	STATE	ZIP CODE
TELEPHONE #	FAX #]		TYPE OF ENTITY: <input type="checkbox"/> Bank] <input type="checkbox"/> Trust Company] <input type="checkbox"/> Individual(s)] <input type="checkbox"/> Other _____]
SECTION C. PLAN INFORMATION			
<input type="checkbox"/> 401(a) Plan] <input type="checkbox"/> ERISA] <input type="checkbox"/> Non-ERISA] <input type="checkbox"/> 401(k) Plan] <input type="checkbox"/> ERISA] <input type="checkbox"/> Non-ERISA] <input type="checkbox"/> 403(b) Plan] <input type="checkbox"/> ERISA] <input type="checkbox"/> Non-ERISA]	<input type="checkbox"/> 457(b) Governmental Plan] <input type="checkbox"/> _____]		
SECTION D. COVERED FUND			
<input type="checkbox"/> Maxim SecureFoundation SM Balanced Portfolio] <input type="checkbox"/> Maxim SecureFoundation SM Lifetime Portfolios] <input type="checkbox"/> _____]			
SECTION E. AGREEMENT AND SIGNATURES			
AGREEMENT: By signing this Application, Plan Sponsor and Contractholder, if different than Plan Sponsor, understand, accept, and otherwise agree to the provisions of the attached Group Annuity Contract, certify and otherwise represent that the information contained on this application is true and correct to the best of their knowledge, and agree to notify Great-West of any changes to the information provided above. Please refer to page 2 of this Application for applicable fraud warnings.			
_____ Signature of Plan Sponsor		_____ Signature of Trustee if different than Plan Sponsor	
_____ Date		_____ Date	
_____ Title		_____ Title	

FRAUD NOTICE

NOTICE: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit, or knowingly presents false information in an application for insurance may be guilty of a crime and may be subject to fines, confinement in prison, and denial of insurance benefits, depending upon state law.

STATE INSURANCE FRAUD WARNINGS

FOR DC RESIDENTS ONLY: WARNING: it is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

NOTICE TO AR, CO, KY, LA, ME, NM, AND TN RESIDENTS ONLY: Any person who, knowingly and with intent to injure, defraud or deceive any insurance company or other person, files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which may be a crime and may subject such person to criminal and civil penalties, fines, imprisonment, or a denial of insurance benefits.

NOTICE TO FL RESIDENTS ONLY: Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

FOR NJ RESIDENTS ONLY: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO OH, OK AND PA RESIDENTS ONLY: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent act, which is a crime and subjects such person to criminal and civil penalties.

NOTICE TO VA AND WA RESIDENTS ONLY: It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

SERFF Tracking Number: GWSE-126731340 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
 Company Tracking Number: GLWB 09 AMENDMENT RIDER
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 09 Amendment Riders
 Project Name/Number: /

Supporting Document Schedules

Item Status: **Status**
Date:

Satisfied - Item: Flesch Certification

Comments:

Attachments:

AR Certification - ACA 23-79-138.pdf
 AR Certification - Rule & Reg 19.pdf
 AR Certification - Rule & Reg 49.pdf
 AR Readability Exemption.pdf

Item Status: **Status**
Date:

Satisfied - Item: Cover Letter

Comments:

Attachment:

Cover letter - GLWB 09 (Amend Rider) 07-20-10.pdf

Item Status: **Status**
Date:

Satisfied - Item: Memorandum of Variable Material

Comments:

Attachments:

GLWB 09 GBF (rev 7-10) - SoV.pdf
 GLWB 09 CTSP (rev 7-10) - SoV.pdf
 GAC A GLWB 10 - SoV 7-20-10.pdf

Item Status: **Status**
Date:

Satisfied - Item: Application replacement

Comments:

The previously approved application (GAC A GLWB 09) (see attached), which was filed along with contract (GLWB 09), with SERFF tracking number GWSE-126312012 and State tracking number 43577, will be replaced with this current filing application (GAC A GLWB 10).

SERFF Tracking Number: GWSE-126731340 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 46306
Company Tracking Number: GLWB 09 AMENDMENT RIDER
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 09 Amendment Riders
Project Name/Number: /

Attachment:

GAC A GLWB 09 (Application).pdf

TO THE INSURANCE DEPARTMENT
OF THE STATE OF ARKANSAS
CERTIFICATE OF COMPLIANCE WITH ACA 23-79-138

RE:

- GLWB 09 GBF (rev 7-10)
- GLWB 09 CTSP (rev 7-10)
- GAC A GLWB 10

We hereby certify that the guidelines established in ACA 23-79-138 have been reviewed and the policy form designated above complies with these guidelines.

Great-West Life & Annuity Insurance Company



Beverly A. Byrne, Chief Compliance Officer

7/20/2010

Date

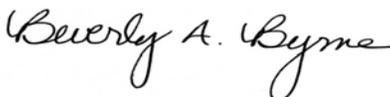
TO THE INSURANCE DEPARTMENT
OF THE STATE OF ARKANSAS
CERTIFICATE OF COMPLIANCE WITH RULE AND REGULATION 19

RE:

- GLWB 09 GBF (rev 7-10)
- GLWB 09 CTSP (rev 7-10)
- GAC A GLWB 10

We hereby certify that the guidelines established in Arkansas Rule and Regulation 19 have been reviewed and the policy forms designated above complies with these guidelines.

Great-West Life & Annuity Insurance Company



Beverly A. Byrne, Chief Compliance Officer

7/20/2010

Date

TO THE INSURANCE DEPARTMENT
OF THE STATE OF ARKANSAS
CERTIFICATE OF COMPLIANCE WITH RULE AND REGULATION 49

RE:

- GLWB 09 GBF (rev 7-10)
- GLWB 09 CTSP (rev 7-10)
- GAC A GLWB 10

We hereby certify that the guidelines established in Arkansas Rule and Regulation 49 have been reviewed and the policy form designated above complies with these guidelines.

Great-West Life & Annuity Insurance Company



Beverly A. Byrne, Chief Compliance Officer

7/20/2010

Date

Readability Exemption

Arkansas:

This product is exempt, as per A.C.A. §23-80-204 "This subchapter shall apply to all policies delivered or issued for delivery in this state by any company on or after the date the forms must be approved under this subchapter....(3) Any **group annuity contract** which **serves as a funding vehicle** for **pension**, profit-sharing, or deferred compensation plans".



8525 East Orchard Road, 2T3
Greenwood Village, CO 80111
(800) 537-2033
Mailing Address:
PO Box 1080, Denver CO 80201
www.greatwest.com

July 20, 2010

New Form Filing, Great-West Life & Annuity Insurance Company

FEIN# 84-0467907

NAIC# 769-68322

RE: ***Group Annuity Submission:***

- Amendment Rider to the Group Fixed Deferred Annuity Contract,
Form Numbers: **GLWB 09 GBF (rev 7-10)** and **GLWB 09 CTSP (7-10)**
- Application Form Number: **GAC A GLWB 10**

Dear Sir/Madam:

Great-West Life & Annuity Insurance Company ("Great-West"), encloses the above captioned forms for your review and approval. Additional documents in support of this submission are set forth below.

- Form Number: **GLWB 09 GBF (rev 7-10)**: The amendment rider to the group fixed deferred annuity contract, GLWB 09 GBF (rev 7-10) is a new form submission and does not replace any other form. It will be attached as an amendment rider to the previously approved group fixed deferred annuity contract (form number **GLWB 09**).
- Form Number: **GLWB 09 CTSP (rev 7-10)**: The amendment rider to the group fixed deferred annuity contract, GLWB 09 CTSP (rev 7-10) is a new form submission and does not replace any other form. It will be attached as an amendment rider to the previously approved group fixed deferred annuity contract (form number **GLWB 09**).
- Form Number: **GAC A GLWB 10**: The application to the group fixed deferred annuity contract, **GAC A GLWB 10** (the "Application"), is a new form submission and will replace previously filed and approved application (form number **GAC A GLWB 09**). The Application was filed and approved with group fixed deferred annuity contract (form number **GLWB 09**).

Great-West has designed the forms to offer the following contract enhancements:

- Form Number **GLWB 09 GBF (rev 7-10)** allows the GLWB Guarantee Benefit Fee to be charged in the month following GLWB election pursuant to the three requirements in the Amendment rider.
- Form Number **GLWB 09 CTSP (rev 7-10)** allows GLWB Participants in Settlement Phase to remain covered under the group annuity contract after the Plan Sponsor terminates the contract.

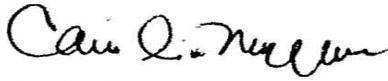
The above captioned forms are exempt from filing in Colorado, the Company's state of domicile, pursuant to Regulation 5-92. Colorado requires a fee to be paid each February 28th based on the Company's direct written premium. If appropriate, a retaliatory fee has been paid in your state in conjunction with your annual premium tax return.

All bracketed material in the forms is variable. These forms are submitted in final print, but the Company reserves the right to change the spacing and font size of the type without re-filing.

To the best of our knowledge, this submission complies with your state laws and regulations. We look forward to your approval, but if you have any questions or need further information, kindly call me at our toll free number, 1-800-537-2033, extension 73822.

As always, we appreciate your diligence and courtesy.

Sincerely,

A handwritten signature in black ink, appearing to read "Camilia Nguyen". The signature is written in a cursive style with a large initial "C".

Camilia Nguyen,
Paralegal, Legal Department
camilia.nguyen@gwl.com

Enclosures

Memorandum of Variable Material

for form number:

GLWB 09 GBF (rev 7-10)

**Amendment Rider
to the
Group Fixed Deferred Annuity Contract**

All variable material is designated with brackets.

Page 1 of Document:

[Signed for Great-West Life & Annuity Insurance Company on [January 1, 2011]] the Effective Date of the Contract].



President

[Signed and accepted by the Plan Sponsor as part of Group Annuity Contract Number [12345-01] and attached to the Contract on [January 1, 2011].

Plan Sponsor:

By: _____

Name: _____

Title: _____]]

Description: This amendment rider may be attached to an existing contract and a new issue contract. Except if procedures as established in the Department of Labor *Aetna* opinion are used where only Great-West's signature would appear, if attached to existing contract, the signature block will appear and the Plan Sponsor would need to sign the amendment rider. If attached to a new issue contract, the entire signature block would NOT appear or just Great-West signature would appear and signature of the Plan Sponsor is not required.

Memorandum of Variable Material

for form number:

GLWB 09 CTSP (rev 7-10)

Amendment Rider to the Group Fixed Deferred Annuity Contract

All variable material is designated with brackets.

Page 1 of Document:

The Amendment is effective on [the Contract Date][January 1, 2011].

Description: The bracketing is to allow the amendment rider to be issued simultaneously with the contract, or the amendment can also be issued at a later date, the effective date would apply.

Page 1 of Document:

[Signed for Great-West Life & Annuity Insurance Company on [January 1, 2011][the Effective Date of the Contract].



President

[Signed and accepted by the Plan Sponsor as part of Group Annuity Contract Number [12345-01] and attached to the Contract on [January 1, 2011].

Plan Sponsor:

By: _____

Name: _____

Title: _____]]

Description: This amendment rider may be attached to an existing contract and a new issue contract. Except if procedures as established in the Department of Labor *Aetna* opinion are used where only Great-West's signature would appear, if attached to existing contract, the signature block will appear and the Plan Sponsor would need to sign the amendment rider. If attached to a new issue contract, the entire signature block would NOT appear or just Great-West signature would appear and signature of the Plan Sponsor is not required.

FRAUD NOTICE

NOTICE: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit, or knowingly presents false information in an application for insurance may be guilty of a crime and may be subject to fines, confinement in prison, and denial of insurance benefits, depending upon state law.

STATE INSURANCE FRAUD WARNINGS

FOR DC RESIDENTS ONLY: WARNING: it is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

NOTICE TO AR, CO, KY, LA, ME, NM, AND TN RESIDENTS ONLY: Any person who, knowingly and with intent to injure, defraud or deceive any insurance company or other person, files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which may be a crime and may subject such person to criminal and civil penalties, fines, imprisonment, or a denial of insurance benefits.

NOTICE TO FL RESIDENTS ONLY: Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

FOR NJ RESIDENTS ONLY: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO OH, OK AND PA RESIDENTS ONLY: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent act, which is a crime and subjects such person to criminal and civil penalties.

NOTICE TO VA AND WA RESIDENTS ONLY: It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.