

SERFF Tracking Number: GWSE-127609947 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
Company Tracking Number: GLWB 11 CT AMEND
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 11 CT Amend
Project Name/Number: /

Filing at a Glance

Company: Great-West Life & Annuity Insurance Company

Product Name: GLWB 11 CT Amend

SERFF Tr Num: GWSE-127609947 State: Arkansas

TOI: A02G Group Annuities - Deferred Non-variable

SERFF Status: Closed-Approved- Closed State Tr Num: 49701

Sub-TOI: A02G.002 Flexible Premium

Co Tr Num: GLWB 11 CT AMEND State Status: Approved-Closed

Filing Type: Form

Reviewer(s): Linda Bird

Authors: Camilia Nguyen, Belinda Anderson Disposition Date: 09/08/2011

Date Submitted: 09/02/2011

Disposition Status: Approved-Closed

Implementation Date Requested:

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

Group Market Type: Employer

Overall Rate Impact:

Filing Status Changed: 09/08/2011

State Status Changed: 09/08/2011

Deemer Date:

Created By: Belinda Anderson

Submitted By: Belinda Anderson

Corresponding Filing Tracking Number:

Filing Description:

September 1, 2011

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

SERFF Tracking Number: GWSE-127609947 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
Company Tracking Number: GLWB 11 CTAMEND
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 11 CT Amend
Project Name/Number: /

FEIN# 84-0467907

NAIC# 769-68322

RE: Group Annuity Submission:

- Amendment Rider to the Group Fixed Deferred Annuity Contract, Form Numbers: GLWB 11 CT Amend

Dear Sir/Madam:

Great-West Life & Annuity Insurance Company (the "Company"), encloses the above captioned form for your review and approval.

The above captioned form is 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.

Please find the enclosed above captioned form for your review and approval. Additional documents in support of this submission are set forth below.

- Form Number: GLWB 11 CT Amend: The amendment rider to the group fixed deferred annuity contract, GLWB 11 Amendment 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 numbers GLWB 09), which was previously filed and approved by the Department (please see under supporting documentation tab for form utilization specifics).

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

- Form Number GLWB 11 CT Amend amends the contracts as follows:

- Modifies the definition of "Covered Fund" to allow for collective trusts to be used;
- Modifies the definition of "Benefit Base"
- Modifies the definition of "Business Day";
- Allows the Benefit Base to be restored if a plan sponsor eliminates another covered fund;
- Clarifies issues with Settlement Phase

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 (no less than 10 pt.) 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,

SERFF Tracking Number: GWSE-127609947 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
 Company Tracking Number: GLWB 11 CTAMEND
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 11 CT Amend
 Project Name/Number: /

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

Enclosures

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: \$50.00
 Retaliatory? No
 Fee Explanation: \$50.00 per form, 1 form total
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Great-West Life & Annuity Insurance Company	\$50.00	09/02/2011	51235459

SERFF Tracking Number: GWSE-127609947 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
Company Tracking Number: GLWB 11 CTAMEND
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 11 CT Amend
Project Name/Number: /

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	09/08/2011	09/08/2011

SERFF Tracking Number: GWSE-127609947 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
Company Tracking Number: GLWB 11 CTAMEND
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 11 CT Amend
Project Name/Number: /

Disposition

Disposition Date: 09/08/2011

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: GWSE-127609947 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
 Company Tracking Number: GLWB 11 CTAMEND
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 11 CT Amend
 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	Form Utilization		Yes
Form	Group Fixed Deferred Annuity Contract Amendment		Yes

SERFF Tracking Number: GWSE-127609947 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
 Company Tracking Number: GLWB 11 CT AMEND
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 11 CT Amend
 Project Name/Number: /

Form Schedule

Lead Form Number:

Schedule Item Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	GLWB 11CT AMEND	Policy/Cont ract/Fratern al Certificate: Amendmen t, Insert Page, Endorseme nt or Rider	Group Fixed Deferred Annuity Contract Amendment	Initial			GLWB 11 CT Amend 4-11-11.pdf

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

A Stock Company

[8515 East Orchard Road

Greenwood Village, CO 80111]

For inquiries, information or resolution of complaints, call [1-800-537-2033 (extension 73343)]

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 date signed by both parties].

The following Amendments are 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.

1. The following definitions are hereby deleted and replaced with the following:

Benefit Base – The amount that is multiplied by the Guaranteed Annual Withdrawal Percentage to calculate the Guaranteed Annual Withdrawal. The Benefit Base increases dollar-for-dollar upon any Contract Contribution and is reduced proportionately for an Excess Withdrawal. The Benefit Base can also increase with positive market performance on the Ratchet Date. Each Covered Fund will have its own Benefit Base. Unless otherwise described in the contract, a Covered Fund Benefit Base cannot be transferred to another Covered Fund.

Business Day – Any day, and during the hours, on which the New York Stock Exchange is open for trading. Except as otherwise provided, in the event that a date falls on a non-Business Day, the date of the succeeding Business Day will be used.

Covered Fund – Interests in the investment options held in the Account designed for the GLWB, as follows:

- [Maxim SecureFoundationSM Balanced Portfolio]
- [Maxim SecureFoundationSM Lifetime Portfolios]
- Any other fund as approved by Great-West for the GLWB

2. [Section 3.04 "Benefit Base Restoration" is added to the Contract:

"Should Plan Sponsor eliminate a Covered Fund from the Plan and transfer all Covered Fund assets to another Covered Fund offered in the Plan, Great-West shall restore the GLWB Participant's Benefit Base and Guaranteed Annual Withdrawal, if applicable, to the same amounts as held by GLWB Participant prior to the transfer of the Covered Fund assets."

3. Section 5.02 is hereby amended to delete the last sentence.

4. **Section 6.03 “Installments”** is amended to include the following sentence:

If the Covered Fund Value is less than the amount of the final Installment in the Withdrawal Phase, Great-West will pay the Installment within 7 days from the Installment Date.

[Signed for Great-West Life & Annuity Insurance Company on [\[January 1, 2013\]](#) [\[the Effective Date of the Contract\]](#)].


President

[Signed and accepted by the Plan Sponsor and attached to its Contract on [\[January 1, 2013\]](#)].

Plan Sponsor name:

By: _____

Title: _____ **]]**

SERFF Tracking Number: GWSE-127609947 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
 Company Tracking Number: GLWB 11 CTAMEND
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: GLWB 11 CT Amend
 Project Name/Number: /

Supporting Document Schedules

	Item Status:	Status Date:
<p>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</p>		
<p>Bypassed - Item: Application Bypass Reason: Not applicable to this filing Comments:</p>		
<p>Bypassed - Item: Life & Annuity - Acturial Memo Bypass Reason: Not applicable to this filing Comments:</p>		
<p>Satisfied - Item: Cover Letter Comments: Attachment: Cover letter - GLWB 11 CT Amend 7-8-11.pdf</p>		
<p>Satisfied - Item: Memorandum of Variable Material</p>		

SERFF Tracking Number: GWSE-127609947 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number: 49701
Company Tracking Number: GLWB 11 CT AMEND
TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
Product Name: GLWB 11 CT Amend
Project Name/Number: /

Comments:

Attachment:

GLWB 11 CT Amend - SoV 4-11-11.pdf

Item Status:

Status

Date:

Satisfied - Item: Form Utilization

Comments:

This Form submission will be utilize with the previously approved contract (GLWB 09), with SERFF tracking number GWSE-126312012 and State tracking number 43577, and disposition date of 9/28/2009.

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

RE:

- GLWB 11 CT Amend

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

August 24, 2011

Date

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

RE:

- GLWB 11 CT Amend

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

August 24, 2011

Date

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

RE:

- GLWB 11 CT Amend

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

August 24, 2011

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

September 1, 2011

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 11 CT Amend**

Dear Sir/Madam:

Great-West Life & Annuity Insurance Company (the "Company"), encloses the above captioned form for your review and approval.

The above captioned form is 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.

Please find the enclosed above captioned form for your review and approval. Additional documents in support of this submission are set forth below.

- Form Number: **GLWB 11 CT Amend**: The amendment rider to the group fixed deferred annuity contract, GLWB 11 Amendment 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 numbers **GLWB 09**), which was previously filed and approved by the Department (*please see under supporting documentation tab for form utilization specifics*).

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

- Form Number **GLWB 11 CT Amend** amends the contracts as follows:
 - Modifies the definition of "Covered Fund" to allow for collective trusts to be used;
 - Modifies the definition of "Benefit Base"
 - Modifies the definition of "Business Day";
 - Allows the Benefit Base to be restored if a plan sponsor eliminates another covered fund;
 - Clarifies issues with Settlement Phase

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 (**no less than 10 pt.**) 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".

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

Enclosures

Memorandum of Variable Material

for form number:

GLWB 11 CT Amend

Amendment Rider to the Group Fixed Deferred Annuity Contract

The bracketed areas of the Form are designed to accommodate variability. Page numbers and may be modified to properly align the final printed document, and item number(s) under this amendment may be renumbered in final format. Punctuation may be corrected or added to clarify provision, but not to change their meaning. The Form, when issued, may vary in format.

- All amounts shown in square brackets represent the maximum or minimum that would be used in issuing contracts. If these amounts are to be exceeded, we will re-file the new maximum with the DOI for approval prior to such amount being used.
- We will re-file this Memorandum of Variable Material prior to making any offering that goes beyond the ranges contained herein.

Page 1 of Document, header:

[8515 East Orchard Road

Greenwood Village, CO 80111]

Description: This material is bracketed because the address may change in the future. The nature of this material is to describe Great-West's home office location. The scope of the material will vary depending on the Great-West's home office location.

Page 1 of Document, header:

[1-800-537-2033 (extension 73343)]

Description: This material is bracketed because the appropriate phone number may change depending on Great-West's service number at the time of contract issuance. The nature of this material is to provide a service contact. The scope of the material will vary depending on the agreed upon phone number.

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:

- [Maxim SecureFoundationSM Balanced Portfolio]
- [Maxim SecureFoundationSM Lifetime Portfolios]

Description: The brackets around the balanced fund and target date fund name will allow for Great-West to change the name and/or insert the fund name after the fund name has changed. It will also allow Great-West to remove a fund from a contract to the extent Plan Sponsor does not elect the fund on the application.

Page 1 of Document:

2. [Section 3.04 “Benefit Base Restoration” is added to the Contract:

“Should Plan Sponsor eliminate a Covered Fund from the Plan and transfer all Covered Fund assets to another Covered Fund offered in the Plan, Great-West shall restore the GLWB Participant’s Benefit Base and Guaranteed Annual Withdrawal, if applicable, to the same amounts as held by GLWB Participant prior to the transfer of the Covered Fund assets.”]

Description: This language is bracketed to allow the company to remove the provision if it doesn’t apply. For instance, 403(b) plans typically cannot have collective trust funds so there would not a need to restore a Benefit Base or Guaranteed Annual Withdrawal because Plan Sponsor would not add collective funds to their plan investments. For 401(a); 401(k) and Government 457(b) plans where collective trusts may be used more often, this language would apply.

Page 2 of Document:

[Signed for Great-West Life & Annuity Insurance Company on [January 1, 2013] [the Effective Date of the Contract].


President

[Signed and accepted by the Plan Sponsor and attached to its Contract on [January 1, 2013].

Plan Sponsor name:

By: _____

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.