

SERFF Tracking Number: GRWE-128253700 State: Arkansas
Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:
Company Tracking Number: J555-AMD
TOI: A03I Individual Annuities - Deferred Variable Sub-TOI: A03I.002 Flexible Premium
Product Name: Individual Flexible Premium Variable Annuity
Project Name/Number: Individual Flexible Premium Variable Annuity/J555-AMD

Filing at a Glance

Company: Great-West Life & Annuity Insurance Company

Product Name: Individual Flexible Premium SERFF Tr Num: GRWE-128253700 State: Arkansas

Variable Annuity

TOI: A03I Individual Annuities - Deferred
Variable

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

Sub-TOI: A03I.002 Flexible Premium

Co Tr Num: J555-AMD

State Status: Approved-Closed

Filing Type: Form

Author: Sharon Riley

Reviewer(s): Linda Bird

Date Submitted: 04/10/2012

Disposition Date: 04/13/2012

Disposition Status: Approved-
Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name: Individual Flexible Premium Variable Annuity

Project Number: J555-AMD

Requested Filing Mode: Review & Approval

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Status of Filing in Domicile: Authorized

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Individual

Individual Market Type:

Filing Status Changed: 04/13/2012

State Status Changed: 04/13/2012

Created By: Sharon Riley

Corresponding Filing Tracking Number:

Deemer Date:

Submitted By: Sharon Riley

Filing Description:

Contract Amendment, Form J555-AMD

State Narrative:

Company and Contact

Filing Contact Information

Sharon Riley, Senior Counsel and Manager of sharon.riley@gwl.com

Regulatory Services

8515 E. Orchard Road

303-737-1069 [Phone]

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 9T2 303-737-5444 [FAX]

Greenwood Village, CO 80111

Filing Company Information

Great-West Life & Annuity Insurance Company CoCode: 68322 State of Domicile: Colorado
 8515 East Orchard Road Group Code: 769 Company Type:
 Greenwood Village, CO 80111 Group Name: State ID Number:
 (303) 737-3992 ext. [Phone] FEIN Number: 84-0467907

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? No
 Fee Explanation: 1 Endorsement x \$50 = \$50
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Great-West Life & Annuity Insurance Company	\$50.00	04/10/2012	57866357

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	04/13/2012	04/13/2012

Amendments

Schedule	Schedule Item Name	Created By	Created On	Date Submitted
Form	Contract Amendment	Sharon Riley	04/12/2012	04/12/2012

SERFF Tracking Number: GRWE-128253700 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:
 Company Tracking Number: J555-AMD
 TOI: A031 Individual Annuities - Deferred Variable Sub-TOI: A031.002 Flexible Premium
 Product Name: Individual Flexible Premium Variable Annuity
 Project Name/Number: Individual Flexible Premium Variable Annuity/J555-AMD

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		No
Supporting Document	Application		No
Supporting Document	Life & Annuity - Actuarial Memo		No
Supporting Document	Cover Letter		Yes
Supporting Document	Certification		Yes
Form (revised)	Contract Amendment		Yes
Form	Contract Amendment	Replaced	Yes

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Amendment Letter

Submitted Date: 04/12/2012

Comments:

Attached please find a revised policy form. We inadvertently attached an earlier version. We apologize for any inconvenience.

Sincerely,
 Sharon Riley, Sr. Manager

Changed Items:

Form Schedule Item Changes:

Form Schedule Item Changes:

Form Number	Form Type	Form Name	Action	Form Action Other	Previous Filing #	Replaced Form #	Readability Score	Attachments
J555-AMD	Policy/Contract/Fraternal Certificate: Amendment, Insert Page, Endorsement or Rider	Contract Amendment	Initial					J555-AMD FINAL 4-12-12.pdf

SERFF Tracking Number: GRWE-128253700 State: Arkansas
 Filing Company: Great-West Life & Annuity Insurance Company State Tracking Number:
 Company Tracking Number: J555-AMD
 TOI: A031 Individual Annuities - Deferred Variable Sub-TOI: A031.002 Flexible Premium
 Product Name: Individual Flexible Premium Variable Annuity
 Project Name/Number: Individual Flexible Premium Variable Annuity/J555-AMD

Form Schedule

Lead Form Number: J555-AMD

Schedule Item Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	J555-AMD	Policy/Cont	Contract Amendment	Initial			J555-AMD FINAL 4-12- 12.pdf
		ract/Fratern	al				
		Certificate:	Amendmen				
		t, Insert	Page,				
		Endorseme	nt or Rider				

Great-West Life & Annuity Insurance Company

A Stock Company
[8515 East Orchard Road Greenwood Village, CO 80111]

CONTRACT AMENDMENT

THIS AMENDMENT IS ISSUED BY GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY AS PART OF THE INDIVIDUAL FLEXIBLE PREMIUM VARIABLE ANNUITY CONTRACT (THE "CONTRACT") AND GUARANTEED LIFETIME WITHDRAWAL BENEFIT RIDER (THE "RIDER") TO WHICH IT IS ATTACHED. EXCEPT AS EXPRESSLY AMENDED BY THIS AMENDMENT, THE TERMS AND CONDITIONS OF THE CONTRACT AND RIDER SHALL REMAIN IN FULL FORCE AND EFFECT. IF THERE IS ANY CONFLICT BETWEEN THIS AMENDMENT AND THE CONTRACT OR RIDER, THE TERMS OF THIS AMENDMENT WILL PREVAIL.

1. The following definitions are added to Section 1 of the Contract:

Grantor - the natural person who is treated under Sections 671 through 679 of the Code as owning the assets of a Grantor Trust.

Grantor Trust - a trust, the assets of which are treated under Sections 671 through 679 of the Code as being owned by the grantor. A Grantor Trust may be an Owner only if it has one grantor who is a natural person.

2. The definition of Owner in Section 1 of the Contract is deleted and replaced with the following:

Owner - the person or persons named on the Contract Data Page and Rider Data Page, if applicable. The Owner is entitled to exercise all rights and privileges under the Contract while the Annuitant is living. Joint Owners must be one another's Spouse as of the Effective Date and must both be natural persons. The Annuitant will be the Owner unless otherwise indicated in the application. The Owner must be either a natural person or a Grantor Trust. In the event that the Owner is a Grantor Trust, all references in the Contract and Rider to the life, age or death of the Owner shall pertain to the life, age or death of the Grantor.

3. The definition of Covered Person(s) in Section 1 of the Rider is deleted and replaced with the following:

Covered Person(s) – For purposes of the Rider, the natural person(s) whose age determines the Guaranteed Annual Withdrawal Percentage and on whose life the Guaranteed Annual Withdrawal Amount will be based. If there are two Covered Persons, the Guaranteed Annual Withdrawal Percentage will be based on the age of the younger life and the Installments can continue until the death of the second life. If the Contract is owned by a natural person, the Owner of the Contract must be a Covered Person. If the Contract is owned by a Grantor Trust, the Grantor must be the sole Covered Person. A Joint Covered Person must be the Owner's Spouse and: (i) a Joint Owner; or (ii) the 100% primary beneficiary under the Contract.

4. The first paragraph of the section titled "If Annuitant Dies Before Annuity Commencement Date" in Section 6.03 of the Contract is deleted and replaced with the following:

If the Owner is living and the Annuitant dies before the Annuity Commencement Date, the Contract will continue. If no Contingent Annuitant has been named, the Owner (or the Grantor if the Owner is a Grantor Trust) will become the Annuitant.

5. Section 4.06, Subsection (1) of the Rider is deleted and replaced with the following:

Interest Rate Reset – Great-West will calculate a hypothetical GAW by multiplying the Covered Fund(s) Value, subject to the Benefit Base cap, by a GAW% based on the current 10YR and the Covered Person's age on the Initial Installment Date (and including the Joint Withdrawal Adjustment, if applicable). Great-West will then compare the result of that hypothetical calculation to the previous GAW to determine if the hypothetical GAW is higher than the previous GAW. If so, Great-West will adjust the GAW to the higher amount and will adjust the Benefit Base to equal the current Covered Fund Value. An adjustment to the GAW will increase or decrease the Benefit Base.

Signed for Great-West Life & Annuity Insurance Company on the issuance of the Contract.



[Richard Schultz],
[Secretary]



[Mitchell T.G. Graye],
[President and Chief Executive Officer]

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Supporting Document Schedules

	Item Status:	Status Date:
Bypassed - Item: Flesch Certification		
Bypass Reason: NA - exempt from readability		
Comments:		

	Item Status:	Status Date:
Bypassed - Item: Application		
Bypass Reason: NA - Amendment only Form J555-app approved on October 4, 2011 under SERFF Tracking Number GRWE-127655589		
Comments:		

	Item Status:	Status Date:
Bypassed - Item: Life & Annuity - Acturial Memo		
Bypass Reason: NA - Amendment only		
Comments:		

	Item Status:	Status Date:
Satisfied - Item: Cover Letter		
Comments:		
Attachment: AR Letter.pdf		

	Item Status:	Status Date:
Satisfied - Item: Certification		
Comments:		
Attachment:		

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Product Name: Individual Flexible Premium Variable Annuity
Project Name/Number: Individual Flexible Premium Variable Annuity/J555-AMD
AR Certification.pdf



8515 East Orchard Road
Greenwood Village, CO 80111 Tel. (303) 737-3000
Address mail to: P.O. Box 1700, Denver, CO 80201
www.gwla.com

April 10, 2012

Arkansas Department of Insurance
1200 West Third Street
Little Rock, AR 72201-1904

NAIC #769-68322

Re: Amendment Form # J555-AMD

To Whom It May Concern:

Great-West Life & Annuity Insurance Company respectfully submits for approval, the above-referenced Amendment, which will be used in connection with the Company's Individual Flexible Premium Variable Annuity, Form No. J555SA and Guaranteed Lifetime Benefit Withdrawal Rider, Form J555-GLWB, which was reviewed and approved in your state on October 4, 2011 under SERFF Tracking Number GRWE-127655589. This Amendment will be attached to all newly issued contracts. Please note that no policies have been sold since the product was approved on October 10, 2011.

The Amendment makes the following changes to the policy:

- It adds a provision allowing a Grantor Trust to be an Owner of the Contract and Rider.
- It provides the definition of a Grantor and a Grantor Trust.
- It modifies the definition of a "Covered Person" to include Grantors.
- It clarifies situations of an Annuitant death when a Grantor Trust is an Owner.

The above captioned form is exempt from the Flesch readability requirements because the product is a "security" under the federal securities laws. The above captioned forms are not intended for internet use. The 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.

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 (303) 737-1069.

As always, we appreciate your diligence and courtesy.

Sincerely,

A handwritten signature in black ink that reads "Sharon Riley".

Sharon Riley
Senior Manager
Regulatory Services
Email: sharon.riley@gwl.com

Great-West Life & Annuity Insurance Company

A Stock Company
[8515 East Orchard Road Greenwood Village, CO 80111]

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Signed for Great-West Life & Annuity Insurance Company on the issuance of the Contract.



[Richard Schultz],
[Secretary]



[Mitchell T.G. Graye],
[President and Chief Executive Officer]