Incoming Direct Rollover
401(k) Plan

Do not complete the Investment Option Information portion of this form if you elected to have your account professionally managed by Advised Assets Group, LLC ("AAG"). If you have not yet elected to have your account professionally managed by AAG and would like to enroll in the Managed Accounts Service, call 1-800-922-7772.

State of Tennessee 401(k) Plan — 98986-02

Participant Information

Last Name ____ First Name ____ MI ____

Social Security Number ____

Address - Number & Street ____

E-Mail Address ____

City ____ State ____ Zip Code ____

Mo Day Year ____ Date of Birth

❑ Female ❑ Male

( ) ____ Home Phone

( ) ____ Work Phone

Payroll Information

Payroll Center Name - ❑ State ❑ TBR ❑ UT

Payroll Frequency - ❑ Monthly ❑ Semi-Monthly ❑ Bi-Weekly

Allotment/Campus Code ____________________

Direct Rollover Information

I am choosing a:

- ❑ Direct Rollover from a:
  - ❑ 401(a) plan
  - ❑ 401(k) plan
    - ❑ Non-Roth $ ___________ (all contributions and earnings, excluding Roth contributions and earnings)
    - ❑ Roth $ ___________ (employee contributions and earnings)
  - ❑ 403(b) plan
    - ❑ Non-Roth $ ___________ (all contributions and earnings, excluding Roth contributions and earnings)
    - ❑ Roth $ ___________ (employee contributions and earnings)
- ❑ Direct Rollover from a Traditional IRA. (Non-deductible contributions/basis may not be rolled over.)

Previous Provider Information:

Company Name ____ Account Number ____

Mailing Address ____

City/State/Zip Code ____ ( ) Phone Number ____

Previous Provider must complete:

Employer/employee before-tax earnings and contributions: $____________

Note: Unless otherwise indicated, all amounts received will be considered employee before-tax contributions and earnings.

Previous Plan Administrator must provide the following information for Designated Roth Account Rollovers:

Roth first contribution date: ____________

Roth contributions (no earnings): $ ____________

Authorized Plan Administrator Signature for Previous Employer's Plan ____________ **Date** ____________

A copy of the most recent account statement may be substituted for the previous Plan Administrator's signature if it lists the type of plan and shows that no after-tax monies are held in the account.

Amount of Direct Rollover: $___________ (Enter approximate amount if exact amount is not known.)

Last Name	First Name	MI	Social Security Number

Investment Option Information - Please refer to your communication materials for investment option designations.

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.

Select either existing ongoing allocations (A) **or** your own investment options (B).

(A) Existing Ongoing Allocations

❑ I wish to allocate this rollover the same as my existing ongoing allocations.

(B) Select Your Own Investment Options

INVESTMENT OPTION

NAME	TICKER	CODE	%
Vanguard Target Retirement Income Inv	**VTINX**	**VTINX**	___
Vanguard Target Retirement 2010 Inv	**VTENX**	**VTENX**	___
Vanguard Target Retirement 2015 Inv	**VTXVX**	**VTXVX**	___
Vanguard Target Retirement 2020 Inv	**VTWNX**	**VTWNX**	___
Vanguard Target Retirement 2025 Inv	**VTTVX**	**VTTVX**	___
Vanguard Target Retirement 2030 Inv	**VTHRX**	**VTHRX**	___
Vanguard Target Retirement 2035 Inv	**VTTHX**	**VTTHX**	___
Vanguard Target Retirement 2040 Inv	**VFORX**	**VFORX**	___
Vanguard Target Retirement 2045 Inv	**VTIVX**	**VTIVX**	___
Vanguard Target Retirement 2050 Inv	**VFIFX**	**VFIFX**	___
Vanguard Target Retirement 2055 Inv	**VFFVX**	**VFFVX**	___
DFA International Value I	**DFIVX**	**DFIVX**	___
Fidelity International Discovery	**FIGRX**	**FIGRX**	___
Fidelity Stock Selector Small Cap	**FDSCX**	**FDSCX**	___

INVESTMENT OPTION

NAME	TICKER	CODE	%
Invesco Van Kampen Small Cap Value Y	**N/A**	**INGMS2**	___
Columbia Acorn Z	**N/A**	**INGCAC**	___
Columbia Mid Cap Value Z	**N/A**	**INGCMC**	___
Allianz NFJ Large Cap Value Instl	**N/A**	**INGALG**	___
Fidelity Contrafund	**FCNTX**	**FD-CNT**	___
Fidelity OTC Portfolio	**FOCPX**	**FD-OTC**	___
Vanguard Institutional Index Fund	**VINIX**	**VG-IND**	___
Fidelity Puritan Fund	**FPURX**	**FD-PUR**	___
Calvert Income I	**CINCX**	**CINCX**	___
Vanguard Total Bond Market Index Inst	**VBTIX**	**VBTIX**	___
ING Fixed Fund	**N/A**	**AEF-FX**	___
Nationwide Bank Account	**N/A**	**TN-NBA**	___

MUST INDICATE WHOLE PERCENTAGES **= 100%**

Participant Acknowledgements

Advised Assets Group, LLC - If I have elected to have my account professionally managed by Advised Assets Group, LLC and this form is submitted, my election to have my account professionally managed will override the investment allocation requested on this form until such time as I revoke or amend my election to have my account professionally managed.

General Information - I understand that any funds I elect to have remitted to Great-West Retirement Services® will be invested in the State of Tennessee's 401(k) Plan.

I understand that by signing and submitting this Incoming Transfer/Direct Rollover form for processing, I am requesting to have investment options established under the Plan specified in the Investment Option Information section. I understand and agree that this account is subject to the terms of the Plan Document.

I understand that fees may apply under this Plan.

Documentation - I understand that I must obtain the previous Plan Administrator's signature or attach a copy of the most recent account statement from the prior plan that lists the type of plan (governmental 457(b), 403(b), etc.) and shows that no after-tax monies are held in the account.

Eligible Transfer/Direct Rollovers -

A. Transfers/direct rollovers from a previous employer's eligible plan or from a traditional IRA.

B. A 60-day rollover of a distribution received from a previous employer's eligible plan or from a traditional IRA. The funds being remitted must consist entirely of eligible before-tax monies plus the earnings thereon, and the rollover must be made within 60 days of receipt of the distribution.

Mutual Funds/Variable Funding Option Information - I understand and acknowledge that all payments and account values, when based on the experience of a mutual fund/variable funding option, are not guaranteed, and the value of my investment(s) in any mutual fund/variable funding option will fluctuate, and, upon redemption, shares may be worth more or less than their original cost. I understand that I may obtain current prospectus(es) from my registered representative or online.

Plan Withdrawal Restriction Acknowledgement - I understand that the Internal Revenue Code and/or my employer's Plan Document may impose restrictions on distributions.

Rollover Restrictions - Direct rollovers from Roth or Educational IRAs into the 401(k) Plan will not be accepted.

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.

Last Name	First Name	MI	Social Security Number

Payment Instructions

Make check payable to:
GREAT-WEST TRUST COMPANY, LLC

Include the following information on the check:
Participant Name, Social Security Number,
Plan Number, Plan Name

Wire instructions:
Bank: US Bank
Account of: Great-West Trust Company, LLC
Account no: 103655774323
Routing transit no: 102000021
Attention: Financial Control
Reference: Participant Name, Social Security Number,
Plan Number, Plan Name

Regular mail address for the check and form (if mailed together):
GREAT-WEST TRUST COMPANY, LLC
Dept 0877
Denver, CO 80256-0877

Overnight mail address for the check and form (if mailed together):
US Bank
10035 East 40th Avenue
Dept #0877
Denver, CO 80238
Contact: Great-West Retirement Services®
Phone #: 1-800-922-7772

If sending the "form" only, please fax to 1-866-745-5766 or follow the mailing instructions above. Please remember that this form needs to arrive prior to or at the same time the funds arrive to invest according to the allocations on this form.

Required Signature(s) and Date

Participant Consent

I understand and agree that I must properly complete a 401(k) Enrollment form and a 401(k) Beneficiary Designation form before making a transfer or rollover into the Plan. I further understand that the completed Incoming Transfer/Direct Rollover form must be received by Great-West Retirement Services® home office in Greenwood Village, Colorado in order to process the allocations indicated by me on this form.
I understand that if the transfer/rollover assets ("assets") are received before the Incoming Transfer/Direct Rollover form, or if the Authorized Plan Signature is missing from the Incoming Transfer/Direct Rollover form, the assets will be returned to the payor or retained by Great-West until the completed Incoming Transfer/Direct Rollover form is provided. If the investment option information is missing or incomplete, the assets will be allocated the same as my ongoing contributions. The assets will be processed on the day the completed Incoming Transfer/Direct Rollover form is received. If my assets are received more than 180 calendar days after Great-West receives my Incoming Transfer/Direct Rollover form, all monies received will be allocated the same as my ongoing allocation election on file with Great-West and I will need to call KeyTalk® or access the Web site to make changes.

I understand it is my obligation to review my confirmation and quarterly statements and inform Great-West Retirement Services® of any discrepancies or errors within 90 calendar days of the date of such confirmation.

My signature indicates that I have read, understand the effect of my election and agree to all pages of this Incoming Transfer/Direct Rollover form. I affirm that all information provided is true and correct. 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.

Participant Signature **Date**

Participant forward to Service Provider at the address below

Authorized Plan Approval

I acknowledge and agree that the Plan Administrator for the Previous Employer's Plan is released from and the Plan Administrator for the Current Employer's Plan shall assume all obligations associated with any amounts transferred under this Incoming Direct Rollover form.

Authorized Plan Signature for State of Tennessee 401(k) Plan **Date**

Great-West Retirement Services®
545 Mainstream Drive, Suite 407
Nashville, TN 37228
Phone #: 1-800-922-7772
Fax #: 1-615-256-5280
Web site: www.treasury.tn.gov/dc