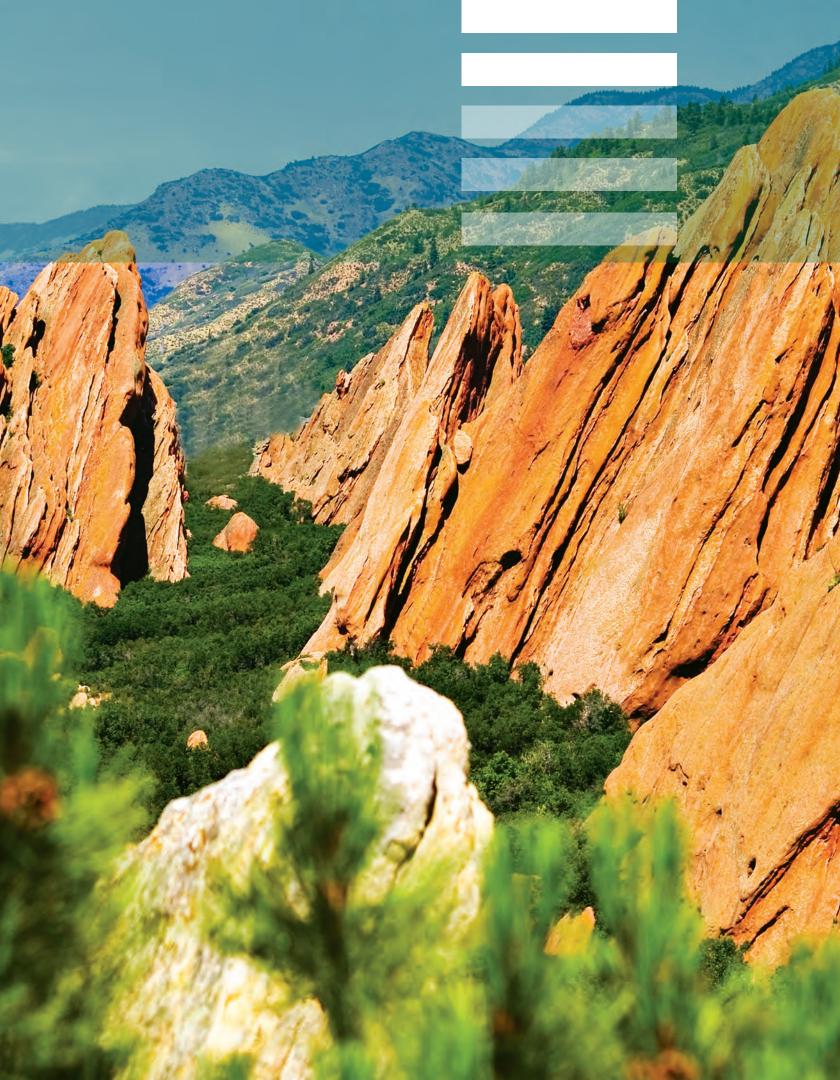
GREAT-WEST



TABLE OF CONTENTS



President's Message	3
Financial Information	4-5
At a Glance	6-7
Our Company	8-10
Sales	11-14
Directors	15
Officers	16-17



PRESIDENT'S MESSAGE

DESPITE THE ONGOING VOLATILITY IN THE GLOBAL CREDIT AND EQUITY MARKETS, OUR BUSINESS CONTINUED TO GROW, WITH STRONG SALES IN OUR INDIVIDUAL MARKETS AND RETIREMENT SERVICES SEGMENTS. THIS SALES GROWTH, COMBINED WITH STRONG INVESTMENT EARNINGS, FAVORABLE MORTALITY AND SOUND EXPENSE MANAGEMENT, RESULTED IN SOLID EARNINGS.



In 2009, we continued to carry out our growth strategy and, although faced with challenging economic conditions, achieved solid results in our Individual Markets and Retirement Services segments.

Individual Markets continued its rapid growth, driven by

the addition of several new large financial institution partners and strong single-premium whole life sales. In Retirement Services, the number of plans we administer and the number of participants we serve increased by 13 percent and 12 percent, respectively, compared with 2008. FASCore, our recordkeeping subsidiary, added to its roster of institutional clients.

Net income from continuing operations was \$122 million in 2009 compared with \$445 million in 2008. The difference is primarily due to a \$208 million gain in 2008 as a result of the release of liability associated with certain participating policies and a \$98 million reserve release (\$64 million net of income taxes) on these policies.

Premium income increased 7 percent over 2008 to \$560 million. Fee income was \$386 million in 2009 compared with \$429 million in 2008. The change is chiefly due to lower variable fee income as a result of lower average account balances stemming from weak equity markets. Net investment income grew 6 percent to \$1.15 billion compared with 2008.

We continued to benefit from our prudent investment practices with respect to the management of our consolidated assets. Our general account invested assets totaled \$20.4 billion. We also continue to maintain a high-quality bond portfolio, with 96 percent rated investment grade at December 31, 2009. The four nationally recognized rating agencies that evaluate our company affirmed our high ratings. Given the challenging economic environment during 2009, these affirmations validate Great-West Life & Annuity's financial strength.

With a strong balance sheet and capital position, we're well positioned to take advantage of acquisition opportunities. We'll also aggressively pursue new sales strategies. The 2009 introduction of the Maxim Lifetime Asset Allocation SeriesSM is expected to contribute significantly to the growth of assets under management. We'll also continue to develop and solidify relationships with key distributors to extend our base for sales growth.

Great-West's promising future is due in large part to our employees, who despite the recent economic challenges repeatedly demonstrated their talent for adding new customers while energetically assisting current clients. On behalf of our Board of Directors, we appreciate their dedication to our customers, and we thank our clients, advisors, consultants and business colleagues for their continuing support.

Sincerely,

Glades

MITCHELL T.G. GRAYE PRESIDENT AND CHIEF EXECUTIVE OFFICER

FINANCIAL INFORMATION

Balance Sheet (Dollars in Millions)

	2009	2008
ASSETS		
Bonds	14,058.0	12,012.4
Mortgages	1,554.1	1,380.1
Equities	25.7	17.8
Policy loans	3,971.8	3,979.1
Short-term investments	488.5	366.4
Other investments	277.9	325.9
Total invested assets	20,376.0	18,081.7
Cash	171.0	28.4
Receivables	1,005.1	742.4
Assets of discontinued operations ¹	87.7	124.1
Other assets	1,271.6	2,077.1
Total General Account	22,911.4	21,053.7
Separate Account assets	18,886.9	15,121.9
Total assets	41,798.3	36,175.6
LIABILITIES		
Policyholder	19,690.6	18,788.6
General	1,783.3	1,531.9
Liabilities of discontinued operations ¹	87.7	124.1
Separate Account	18,886.9	15,121.9
Total liabilities	40,448.5	35,566.5
Stockholders' equity	1,349.8	609.1
Total liabilities and equity	41,798.3	36,175.6



INVESTED ASSETS (Dollars in Billions)

Bonds	\$14.1
Policy Loans	\$4.0
Mortgages	\$1.5
Short-term Investments	\$0.5
Stocks & Other	\$0.3
Total	\$ 20.4

FINANCIAL INFORMATION

Statement of Income (Dollars in Millions)

	2009	2008	2007
REVENUES			
Premiums ²	560.3	525.1	(857.3)
Fee income	386.2	429.2	463.3
Net investment income	1,149.1	1,078.5	1,139.5
Net realized gains (losses)	(67.6)	(21.7)	(2.0)
Total revenues	2,028.0	2,011.1	743.5
BENEFITS AND EXPENSES			
Policy benefits	590.5	605.1	624.4
Increase (decrease) in reserves ²	109.7	(38.4)	(1,460.5)
Interest paid or credited to contractholders	552.6	515.4	497.4
Provision for policyholders' share of earnings (loss)			
on participating business	1.2	(206.4)	20.3
Policyholder dividends	72.8	71.8	93.5
Operating expenses	532.7	522.3	609.7
Total benefits and expenses	1,859.5	1,469.8	384.8
Income from continuing operations before income taxes	168.5	541.3	358.7
Income tax expense	46.1	95.8	118.8
Income from continuing operations	122.4	445.5	239.9
Income from discontinued operations ¹	-	652.8	178.8
Net income ³	122.4	1,098.3	418.7

¹ On April 1, 2008, Great-West completed the sale of its healthcare division to focus on expanding its financial services business. The financial information presented here reflects the discontinuation of the healthcare business.

² Changes in premiums and reserves in 2007 were largely due to a one-time transaction resulting from the termination of a reinsurance agreement with an affiliate, The Canada Life Assurance Company, on June 1, 2007.

³ For 2008, includes the gain on the sale of the healthcare segment and a one-time gain upon the release of certain reinsurance reserves, collectively in the amount of \$889.3 million.

AT A GLANCE



RATINGS

Great-West is rated by a number of nationally recognized rating agencies. The ratings represent the opinion of the rating agencies regarding the financial strength of Great-West and its ability to meet ongoing obligations to policyholders. Great-West has consistently received high marks from industry sources for financial strength and operating performance.

A.M. BEST COMPANY, INC.	A + ¹
FITCH RATINGS	AA+ ²
MOODY'S INVESTORS SERVICE	AA3 ³
STANDARD & POOR'S RATINGS SERVICES	AA ²

¹ Superior (highest of 10 categories) Measured on financial strength, operating performance, and business profile

- ² Very Strong (second highest of nine categories) Measured on financial strength
- ³ Excellent (second highest of nine categories) Measured on financial strength

CORPORATE ORGANIZATION

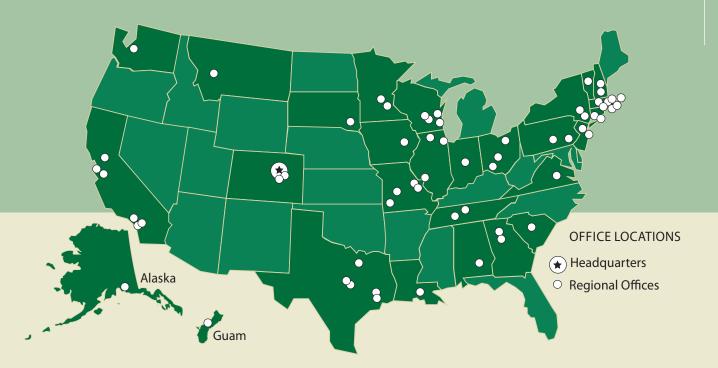
Great-West Life & Annuity Insurance Company is an indirect, wholly owned subsidiary of Great-West Lifeco Inc. and "*A Member of the Power Financial Corporation Group of Companies*"TM.

Great-West Lifeco Inc. is a financial services holding company with international interests in the life and health insurance, retirement savings, investment management and reinsurance businesses. Lifeco's subsidiaries make its family of companies the third largest by market value in the North American life insurance sector.

POWER CORPORATION 66.3% Power Financial Corporation 66.3% Great-West Lifeco Inc. 72.6% GWL&A Financial Inc. 100% Great-West Life & Annuity Insurance Company 100%



"A Member of the Power Financial Corporation Group of Companies" is the service mark of Power Corporation of Canada.



PRODUCTS AND SERVICES

Individual Markets

- Individual term and single-premium whole life insurance, and individual annuity products
- Business-owned life insurance and executive benefits products

Retirement Services

- Employer-sponsored defined contribution plans, enrollment services, communication materials, investment options and education services
- Administrative and recordkeeping services for financial institutions and employer-sponsored defined contribution plans and associated defined benefit plans

DISTRIBUTION SYSTEMS

Individual Markets

- Individual life and annuity products distributed through financial institutions
- Business-owned life insurance and executive benefits products distributed through specialized consultants and through Great-West Retirement Services®

Retirement Services

- Retirement services products distributed through brokers, consultants and advisors to plan sponsors and through third-party administrators
- FASCore recordkeeping and administrative services distributed through institutional clients
- Fund management, investment and advisory services

TOTAL COMPANY

Net Income \$122 million

Assets \$41.8 billion

Employees 3,100

INDIVIDUAL MARKETS Assets Administered

\$19.8 billion

Individual Policies 521,000*

RETIREMENT SERVICES

Assets Administered \$123.1 billion

FASCore Recordkeeping Accounts 4.2 million

OUR COMPANY

Great-West's financial services businesses continued to grow in 2009 despite lingering volatility in equity markets. Strong sales in key market segments, along with higher investment income and sound expense management, resulted in solid earnings.

In our Individual Markets segment, Great-West is one of the nation's top insurers in sales of individual life insurance through banks. Through alliances with brokers and consultants, we are also a market leader in sales of business-owned life insurance and executive benefits products.

In our Retirement Services segment, Great-West is among the top four retirement plan providers based on total participant accounts. Under the Great-West Retirement Services[®] brand, we provide full-service bundled and unbundled employersponsored defined contribution plans. Through a subsidiary, FASCore, LLC, we provide privatelabel recordkeeping, administrative and asset management services to other financial institutions.¹

INDIVIDUAL MARKETS

A continued focus on core strengths in Individual Markets, including building on mutually beneficial relationships with distributors and delivering products backed by the financial strength of our company, contributed to successful results in several of our business lines in 2009. Total assets administered grew more than 5 percent to \$19.8 billion.

Strong relationships with key distributors contributed to solid sales in our bank-owned life insurance and executive benefits markets business. Sales totaling more than \$440 million were dominated by bank-owned life insurance. Our market share of new premium from all



banks was approximately 30 percent. Total policy cash values exceeded \$11 billion, including participating and non-participating policies.

In our financial institutions markets business, robust life insurance sales through retail banks resulted in premium growth of 182 percent. This was led by Family Legacy, a single-premium whole life wealth transfer product that remained the fastest-growing in the bank market. Great-West was in the top three insurers in the bank distribution channel in total new premium, according to industry group Kehrer-LIMRA.

INDIVIDUAL MARKETS PREMIUM INCOME INCREASED 13 PERCENT YEAR OVER YEAR.

Our group special accounts business celebrated the 75th anniversary of its business relationship with the American Dental Association. Great-West remains the exclusive underwriter and administrator for the ADA Insurance Plans, which provide life, disability and medical supplement coverage to member dentists, dental students and family members. Plan participation totaled 132,000 and assets under this program surpassed \$652 million, an increase of 5 percent over 2008.

Persistency in our traditional markets remained strong, thanks to the help of dedicated agents and our commitment to provide excellent service and value to our policyholders.

¹ Great-West Retirement Services[®] refers to products and services provided by Great-West Life & Annuity Insurance Company, its wholly owned subsidiary FASCore, LLC, and other subsidiaries. Recordkeeping numbers reflect all FASCore customers: those of institutional clients, third-party administrator clients, and Great-West Retirement Services.



RETIREMENT SERVICES

Great-West Retirement Services strengthened its position as a leader in U.S. defined contribution markets in 2009. In a difficult economic environment, we continued our growth momentum, increasing the number of plan participants we served to 4.2 million.

As one of the most diversified retirement plan providers, we provided retirement solutions to more than 23,000 defined contribution plans in the corporate, government, healthcare/nonprofit, and institutional markets at year-end, representing \$123 billion in assets.

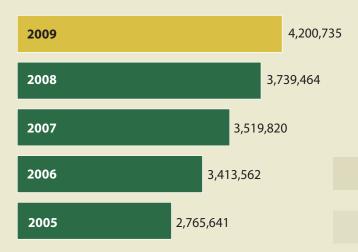
Confirming our success across market segments, Great-West ranks among the nation's top 10 defined contribution recordkeepers by total recordkeeping assets, as well as by assets in 403(b), 457, and profitsharing plans.²

GW Capital Management, LLC, a subsidiary registered investment adviser to Maxim Series Fund, Inc., introduced the Maxim Lifetime Asset Allocation SeriesSM in 2009. The next generation of target date funds, the Maxim Lifetime funds provide a multimanager approach to fully diversified portfolios. Utilizing the expertise of Ibbotson Associates, a recognized leader in asset allocation, the Maxim Lifetime funds are offered in three distinct glide paths, allowing plan sponsors to select the risk profile most suitable to their participants.

Of Maxim's Morningstar[®]-rated funds, 60 percent are rated four or five stars – one of the highest percentages among leading mutual fund companies.³ The subadvisor of the Maxim Loomis Sayles Bond Fund, Daniel Fuss, was named along with his team at the Loomis Sayles Bond Fund as Morningstar's 2009 Fixed-Income Fund Manager of the Year.

Great-West's registered investment adviser subsidiary, Advised Assets Group, LLC (AAG), served a growing number of plan participants with a range of investment advisory tools designed to help them maximize their retirement plan options. Reality Investing[®] Advisory Services managed account assets increased 85 percent to nearly \$3.4 billion, while the number of managed account participants rose 19 percent.

FASCORE PARTICIPANT ACCOUNTS



FASCore demonstrated its expertise in block conversions by transitioning nearly 350,000 accounts to our proprietary recordkeeping platform from another recordkeeper. To support this 403(b) conversion business, FASCore opened a new service location in Somerset, N.J., added more than 60 staff

³ Morningstar Principia[®], December 2009. Percentage is calculated as total number of funds with four- and five-star Morningstar ratings divided by total number of rated funds.

² PLANSPONSOR magazine June 2009 Recordkeeping Survey (based on year-end 2008 figures).



members, and established a new product offering for 403(b) plans including common remitter and aggregator services. FASCore also increased its institutional relationships with the addition of Putnam Investments, an affiliated company, as a client.

Expansion of distribution channels along with the introduction of new products contributed to a nearly 20 percent increase in corporate 401(k) plan sales. We launched the Easy Start $401(k)^{SM}$ product, designed for small businesses without a defined contribution plan, in June.

The corporate 401(k) group added 11 internal wholesalers and 11 external wholesalers, improving the ratio of internal to external wholesalers to 1:2 from 1:3. A dedicated mutual fund wholesaler also joined our staff to distribute the new Maxim funds and other investment products.

THE NUMBER OF RETIREMENT SERVICES PARTICIPANT ACCOUNTS ROSE 12 PERCENT.

Our bank services group appointed a national sales director and increased 401(k) plan sales more than 50 percent through our specialized bank distribution channel.

We continued our leadership in government markets, ranking first in serving state defined contribution plans with 15 states at year end. With the addition of two more state contracts in early 2010, we serve a third of America's states. Great-West ranked second in the overall government market by total participant accounts, with net growth of 100,000 participants to more than 1.6 million in 2009.

Retiree Crossroads, an interactive Web site geared toward participants nearing or in retirement, was rolled out first for 457 plan participants. It later became available for 401(k), 401(a) and 403(b) plans as well.

Our national 401(k) and healthcare/nonprofit lines of business gained several large and mid-size clients. We were chosen by Fairfax County Public Schools, Virginia's largest school district, to be one of its three 403(b) plan providers starting January 1, 2010, and will continue to be the exclusive provider for the district's 457 plan.

To assist plan sponsors in complying with 403(b) final regulations issued by the Internal Revenue Service, we notified the IRS of our intent to sponsor a 403(b) prototype plan. The proposed IRS program will allow eligible employers to adopt a pre-approved plan and have assurance that the plan meets the requirements of the final regulations.

Our communications campaigns to support 401(k) Day and National Save for Retirement Week included a special Web site with online tools and printable materials to emphasize the importance of workplace retirement savings. We also won dozens of industry awards for educational campaigns and materials created for our public- and private-sector clients and their participants.

CORPORATE MARKETS

For inquiries, please call 877-630-4015.

MARC ABRUZZESE Southern New Jersey

JERRY AHLER Illinois

DAN ARMSTRONG lowa, Minnesota

MICHAEL BARRY Hawaii, Los Angeles

PATTY BELL Arizona, New Mexico

JASON BOULDIN Georgia, South Carolina

NATASHA BRANZANTI Southern Florida

JONAH CALDWELL Oklahoma, Arkansas

JOE CAREW Northern New Jersey

LAURA CATALANO-GRASSI Northern New Jersey

KEITH CATTANEO San Francisco Bay area, Sacramento

OCTAVIO CHEUNG San Francisco Bay area

MIKE DEMLER Michigan (except Detroit metro)

RYAN DERBES Southern Alabama, northwest Florida JASON FEWELL Oregon, eastern Washington

PATRICK FORDE Southern New Jersey

ED FUENTES Louisiana, Austin, San Antonio

ED GREUBEL Kansas, Missouri, southern Illinois

ROBERT HAMILTON Maine, Massachusetts, New Hampshire, Vermont

ERICA HAYMAN Mississippi, northeast Florida

ANDREW HERMANN Los Angeles, Inland Empire, Las Vegas

CINDY KNIGHT Colorado, Nebraska

DAVID MCCLAFFERTY Michigan, northern Ohio

JENNIFER MILLER Maryland

KYLE MILOTTE Maine, Massachusetts, New Hampshire, Vermont

TOM MORDAUNT Upstate New York

NORBERT NATHS Colorado, Utah

JAMES NOACK Houston

ISABELLA ORSI Long Island, New York City, Westchester BRIAN OTT Alabama, Georgia

KURT REINAGEL Illinois, Iowa, northwest Indiana

GUY RIDOUT Alaska, Washington

BOB RIEBESEHL Long Island, New York City, Westchester

MATTHEW RIELLEY Wisconsin

DOUG ROSENDAHL San Diego, Riverside

JOHN RUSSO Connecticut, Rhode Island

STEVE SHEA Kentucky, southern Ohio

SETH SHERMAN Indiana, southern Illinois

TREVOR SILVERIA Central and southern Virginia, West Virginia

SCOTT SITZES Dallas

JASON SMOOT District of Columbia, northern Virginia

BEATRIZ TORRES Puerto Rico

CAROLYN TOUSIGNANT Orange County

GREAT-WEST 2009 REPORT 11

SALES

KEVIN WHITE Tennessee, western Kentucky

FORREST WILSON North Carolina

LINDA WIMMER EMJAY Retirement Services 414-906-8770

ERIK WOODIN Idaho, Montana, North Dakota, South Dakota

ADVISED ASSETS GROUP AL CUNNINGHAM Director 8515 E. Orchard Road Greenwood Village, CO 303-737-3295

BANK SERVICES GROUP

LARRY FISH East Regional Manager 513-322-3980

TIM JONES West Regional Manager 206-325-0266

TODD LYON Sales Director 513-322-3975

DAVID SOLON Sales Director 612-852-4262

JOAN WETHERILLE Sales Director 612-852-4261

Northwest

RICHARD FIEGEL Market Leader Seattle, WA 253-661-4483

MARILYN NELSON Seattle, WA

JUAN DAVIESS Portland, OR

Southwest AMY FOX Market Leader Denver, CO 303-737-5152

DONNA SHARP Denver, CO

BRANTZ GENTRY Salt Lake City, UT

MARTY GURR Los Angeles, CA

Iowa/Nebraska DAN WAY Market Leader Cedar Rapids, IA 319-366-0882

KAREN ADAMS Omaha, NE

BRIAN DANIELSON Des Moines, IA

Minnesota/Dakotas BRIAN DANIELS Minneapolis, MN 612-852-4268



SANDY HAGAMAN Minneapolis, MN

TIM KETCHEM Minneapolis, MN

LAURIE MILLER Minneapolis, MN

DENNIS SCHNEIDER Minneapolis, MN

DEB GOEBEL Sioux Falls, SD

Missouri/Kansas GEORGE DIXON Market Leader St. Louis, MO 618-462-1328

CATHY BEARDEN Springfield, MO

MARCIA HATTEY Kansas City, MO

Ohio/Kentucky/Tennessee

DIANE NEUHART Market Leader Cincinnati, OH 513-322-3977

CHRIS FRICK Cincinnati, OH

STEVE LIPPS Cincinnati, OH

MARY PERSINGER Cincinnati, OH

KRIS STABLES Cincinnati, OH

East Wisconsin

PATRICK POEHLER Market Leader Milwaukee, WI 414-906-8620

MIKE BURROUGHS Milwaukee, WI

JUNE SCHUPPEL Milwaukee, WI

SHARON NEJEDLO Appleton, WI

JOHN STYLE Green Bay, WI

West/Central Wisconsin

CYNDEE KELSEY Market Leader Madison, WI 608-252-3654

JENNIFER DELCORE Madison, WI

RENEE GRAHAM Madison, WI

PAULA MOLDENHAUER Madison, WI

STEVE WUETRICH Madison, WI

PAUL LINDVALL Rockford, IL

Chicago JENNIFER KONTEZKI-CHIN Chicago, IL 312-573-9216

GOVERNMENT, HEALTHCARE, EDUCATION

Alabama DONALD ERWIN 450 S. Union St., Suite 2100 Montgomery, AL 36104 877-313-2262

Alaska

LINDA ULRICH 301 W. Northern Lights Blvd., Suite 406 Anchorage, AK 99503 907-276-1500 800-526-0560

California USHA ARCHER 655 N. Central Ave., Suite 1900 Glendale, CA 91203 818-547-0515

JOHN STEGGELL 18111 Von Karman Ave., Suite 560 Irvine, CA 92612 949-474-1446 800-933-9808

JAVIER OBANDO 1 Front St., Suite 810 San Francisco, CA 94111 877-457-9321

Colorado

 SHELLEY FREDRICK

 1775 Sherman St., Suite 2040

 Denver, CO 80203

 303-737-7710
 800-947-4409

Indiana

JAIMIE BEISEL 101 W. Ohio, Suite 760 Indianapolis, IN 46204 317-631-5672

Louisiana

CONNIE STEVENS 2237 S. Acadian Thruway, Suite 702 Baton Rouge, LA 70808 225-926-8082 800-937-7604

Massachusetts ROB YOUNG

255 Bear Hill Road, Waltham, MA 02451 877-457-1900

Missouri CONNIE RETTIG 100 N. Tucker Blvd., Suite 100 St. Louis, MO 63101 314-241-1334 877-895-1394

Montana

LINDA ULRICH 208 N. Montana Ave., Suite 103-C Helena, MT 59601 406-449-2408 800-981-2786

Ohio

KRIS MORTON 100 E. Campus View Blvd., Suite 225 Columbus, OH 43235 614-847-0500 800-284-0444

Pennsylvania JIM ROHLINGER

301 Chestnut St., Suite 402 Harrisburg, PA 17101 717-901-3590

South Carolina KATHLEEN NEVILLE 200 Lake Arbor Drive, Suite 125 Columbia, SC 29223 877-457-6263

SALES

Tennessee

JOHN REEDER 545 Mainstream Drive, Suite 407 Nashville, TN 37228 615-244-1030

Texas

MIKE ABKOWITZ 400 W. 15th St., Suite 317 Austin, TX 78701 512-457-9240 866-613-6189

GARY WILKINS 1818 N. Memorial Way, Suite 100 Houston, TX 77007 713-426-5588 877-313-7693

Vermont

KARL KRONER 100 State St., Suite 346 Montpelier, VT 05602 802-229-2391

Wisconsin

SUE OELKE 5325 Wall St., Suite 2755 Madison, WI 53718 608-241-6604

Guam

MIKE PEREZ GWRS c/o Gvmt. of Guam Retirement Fund 424-B Route 8 Hagatna, Guam 96910-2010 671-475-8945

GOVERNMENT JULIE KLASSEN

Regional Director, West Region 949-474-1446 800-933-9808

NATIONAL 401(K), HEALTHCARE, EDUCATION

PETE MARGIOTTA National Sales Director 960 Route 6, Suite #119 Mahopac, NY 10541-1722 845-621-5393

GREG HODGES

Director, National Accounts 729 E. Pages Lane Centerville, UT 84014-2556 801-296-6182

DAN SCHATZ

Director, National Accounts 1 N. LaSalle St., Suite 3200 Chicago, IL 60602 312-269-1898

EXECUTIVE BENEFITS MARKETS

MURRAY HOYT Regional and National Bank Markets 303-737-6891

ED MYERS Corporate Market 303-737-4345

VINCE SOTELO

Community Bank Market 303-737-2214

DAVID WATTS

Great-West Retirement Services Corporate Market 303-737-4337



FINANCIAL INSTITUTIONS MARKETS

JACQUES BROUSSEAU Mid Atlantic 804-332-0088

KRISTOPHER DAVIS Upper Midwest 612-619-5648

MARK EBERHART Lower Midwest 317-750-1312

AARON T. FIELDS West 253-722-3988

DENNIS JAIME Central 314-761-3414

ERIC KELLER South 985-773-2610

SUSAN OLVEY Florida 407-756-7942

WES SEVERIN National Sales Manager 303-737-4292

GREAT-WEST 2009 REPORT 15

DIRECTORS

RAYMOND L. MCFEETORS ^{(1) (3) (4) (6)} Chairman of the Board, Great-West Life & Annuity Insurance Company

Chairman of the Boards of Great-West Lifeco Inc., The Great-West Life Assurance Company, London Life Insurance Company, and The Canada Life Assurance Company

JAMES BALOG ^{(1) (3) (4) (5)} Corporate Director

JOHN BERNBACH ^{(4) (5)} Chairman and CEO, The Bernbach Group, Inc.

ANDRÉ DESMARAIS, O.C. ^{(1) (3) (4) (6)} Deputy Chairman, President and Co-CEO, Power Corporation of Canada

Co-Chairman, Power Financial Corporation

PAUL DESMARAIS, JR., O.C. ^{(1) (3) (4) (6)} Chairman and Co-CEO, Power Corporation of Canada

Co-Chairman, Power Financial Corporation

MITCHELL T.G. GRAYE ^{(1) (3)} President and CEO, Great-West Life & Annuity Insurance Company

ALAIN LOUVEL ^{(2) (5)} Corporate Director

JERRY E.A. NICKERSON ⁽²⁾ Chairman of the Board, H.B. Nickerson & Sons Limited **R. JEFFREY ORR** ^{(1) (3) (4) (6)} President and CEO, Power Financial Corporation

MICHEL PLESSIS-BÉLAIR, FCA ⁽²⁾ Vice Chairman, Power Corporation of Canada

HENRI-PAUL ROUSSEAU ^{(1) (3)} Vice Chairman, Power Corporation of Canada

RAYMOND ROYER, O.C., FCA ⁽²⁾ Corporate Director

PHILIP K. RYAN ^{(1) (2) (3)} Executive Vice President and CFO, Power Corporation of Canada

Executive Vice President and CFO, Power Financial Corporation

T. TIMOTHY RYAN, JR. ^{(1) (3)} President and CEO, Securities Industry and Financial Markets Association

BRIAN E. WALSH (1) (3) (4) (6) Managing Partner, Saguenay Capital, LLC

(1) Member of the Executive Committee

(2) Member of the Audit Committee

(3) Member of the Investment and Credit Committee

(4) Member of the Governance and Nominating Committee

(5) Member of the Conduct Review Committee

(6) Member of the Compensation Committee

OFFICERS

GREAT-WEST MITCHELL T. G. GRAYE President and CEO

INDIVIDUAL MARKETS

ROBERT K. SHAW Executive Vice President, Individual Markets

RON J. LAEYENDECKER Senior Vice President, Executive Benefits Markets

CHRISTOPHER R. BERGEON Vice President, Financial Institutions Markets

JAMES F. BIESTERFELT Vice President, Group Special Accounts

SUSAN M. GILE Vice President, Individual Markets Operations

SARA A. RICHMAN Vice President, Financial Services Markets

RETIREMENT SERVICES

CHARLES P. NELSON President, Great-West Retirement Services

CHRISTOPHER H. CUMMING Senior Vice President, Defined Contribution Markets

MILES R. EDWARDS Senior Vice President, FASCore Operations GREGORY E. SELLER Senior Vice President, Government Markets

SCOTT A. BARNETT Regional Vice President, 401(k)

STEPHANIE A. BENDRICK Vice President, Client Relations

PERRY A. CHRISTIE Vice President, P/NP National Accounts

THOMAS M. CONNOLLY Vice President, 401(k) Business Development

JOHN P. FELLIN Vice President, FASCore Administration

GARY W. GOULD Regional Vice President, 401(k)

WILLIAM S. HARMON Vice President, 401(k) Sales

DAVID T. JONASSON Vice President, Information Systems

JOSEPH P. KERRIGAN Vice President, Bank Services Group

J. CHRIS LUTTGES Vice President, National P/NP Client Relations

DAVID G. MCLEOD Vice President, Advised Assets Group



BRIAN P. MORRIS Regional Vice President, 401(k)

KENT A. MORRIS Vice President, P/NP Client Relations

KENNETH J. MUNRO Regional Vice President, 401(k)

THERESA M. MYERS Vice President, P/NP Client Relations

BRENT P. NEESE Vice President, P/NP Client Relations

JOSEPH M. SMOLEN Regional Vice President, 401(k)

DARLENE S. SODERQUIST Vice President, FASCore Operations and Financial Control

CORPORATE

S. MARK CORBETT Executive Vice President and Chief Investment Officer

GLEN R. DERBACK Senior Vice President and Controller

ERNIE P. FRIESEN Senior Vice President, Investments

JAMES L. MCCALLEN Senior Vice President and Chief Financial Officer



GRAHAM R. MCDONALD Senior Vice President, Corporate Resources

SCOT A. MILLER Senior Vice President and Chief Information Officer

RICHARD G. SCHULTZ Senior Vice President, General Counsel and Secretary

CATHERINE S. TOCHER Senior Vice President, Investments

DAVID C. ASPINWALL Chief Risk Officer and Chief Legal Counsel, Litigation

BEVERLY A. BYRNE Chief Compliance Officer and Chief Legal Counsel, Financial Services

JUDITH G. GIBBS Vice President, Investments

EVE A. HAMPTON Vice President, Investments

KENNETH T. LEDWOS Vice President and Actuary

MARY C. MAIERS Vice President, Investment Operations

D. ROBERT MEYER Vice President, Taxation DEBRA S. MUHLHAUSER Vice President, Internal Audit

ROBERT L. ONSTAD Vice President, Finance and Accounting

BRIAN J. SCHWARTZ Vice President, Investments

DAWN M. SMITH Vice President, Finance and Accounting

REBECCA M. SOUTHALL Vice President, Reporting and Finance

PETER D. TILLEY Vice President, Actuarial Executive





CORPORATE HEADQUARTERS

8515 E. Orchard Road • Greenwood Village, Colorado 80111 Telephone: 303-737-3000 • E-mail: greatwestcomments@gwl.com www.greatwest.com

MAILING ADDRESS PO Box 1700 • Denver, Colorado 80201

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