

**THIRD AMENDMENT TO THE  
STATE OF WISCONSIN DEFERRED COMPENSATION PROGRAM  
ADMINISTRATIVE SERVICE CONTRACT BETWEEN  
THE STATE OF WISCONSIN DEFERRED COMPENSATION BOARD  
AND GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY**

This Third Amendment to the State of Wisconsin Deferred Compensation Program Agreement for Administrative Services Including Recordkeeping and Communications (hereinafter "THIRD AMENDMENT") made and entered into between the State of Wisconsin Deferred Compensation Board ("BOARD") and the Department of Employee Trust Funds ("DEPARTMENT") on behalf of the State of Wisconsin Deferred Compensation Program ("PLAN") and Great-West Life & Annuity Insurance Company ("GREAT-WEST") pursuant to Article 2.8 of the Agreement for Administrative Services Including Recordkeeping and Communications ("AGREEMENT") to amend the AGREEMENT between the parties.

**WHEREAS**, the BOARD and GREAT-WEST desire to acknowledge an Automated Clearing House (ACH) fee for certain participant-elected distributions under the AGREEMENT and clarify the deadline for compliance with the performance standard related to the WDC Demographic Analysis requirement of Exhibit 4.

**NOW, THEREFORE**, the parties hereby agree as follows:

1. Effective with the execution of this AMENDMENT, a new subsection G shall be added to Article 7.6, entitled "Miscellaneous Fee Provisions", as follows:

"G. An Automated Clearing House (ACH) fee of \$15.00 will be charged for each one-time only ACH payment distribution option selected by participants for full or partial distribution requests."

2. Effective with the execution of this AMENDMENT, the Performance Standard for the WDC Demographic Analysis Requirement of Exhibit 4: entitled "WDC Performance Standards" shall be changed from "Within 75 days of the end of the year" to "Within 120 days of the end of the year".
3. Except for additional terms, conditions, and modifications contained in this THIRD AMENDMENT, and any other modifications contained in this THIRD AMENDMENT, all other terms of the AGREEMENT, including amendments thereto remain unchanged and shall continue to apply with respect to the AGREEMENT.

IN WITNESS WHEREOF, THE BOARD, ON BEHALF OF THE STATE OF WISCONSIN, AND GREAT-WEST HAVE EXECUTED TWO (2) ORIGINALS OF THIS THIRD AMENDMENT EFFECTIVE THE 10th DAY OF December, 2008.

**State of Wisconsin Deferred Compensation Board**

Name: Edward D. Main

Title: Chair

Signature: Edward D. Main

Date: 12/10/08

Witnessed by

Name: Shelley Schueller

Title: Deferred Comp. Director

Signature: Shelley Schueller

Date: 10 Dec 2008

**Great-West Life & Annuity Insurance Company**

Name: Gregory E. Seller

Title: Senior Vice President, Government Markets

Signature: [Signature]

Date: 12.2.08.

Witnessed by

Name: Michelle D Williams

Title: Relationship Manager, Government Markets

Signature: Michelle D Williams

Date: 12-2-08