

USCM Sample Plan - 170023-01
Investment Performance as of 10/31/2012



Current performance may be lower or higher than performance data shown. Performance data quoted represents past performance and is not a guarantee or prediction of future results. For performance data current to the most recent month-end, please visit www.USCMRetire.org. The investment return and principal value of an investment will fluctuate so that, when redeemed, shares/units may be worth more or less than their original cost.

Please consider the investment objectives, risk, fees and expenses carefully before investing. For this and other important information you may obtain prospectuses for any applicable annuity contract and the annuity's underlying funds and/or disclosure documents from your Registered Representative. For prospectuses related to investments in your Self-Directed Brokerage (SDB) account, contact your SDB provider. Read them carefully before investing.

The Great-West SecureFoundation Guarantee Disclosure Statement can be obtained from your registered representative.

For additional fund information, please refer to the Fund or Portfolio Fact Sheet or Prospectus.

Since the Great-West SecureFoundation Lifetime Series commenced operation on November 13, 2009, they have no performance history prior to that date.

Since the Great-West Lifetime Asset Allocation Series commenced operation on May 1, 2009, they have no performance history prior to that date.

INVESTMENT OPTION	Ticker	Gross/Net Expense Ratio ²⁵	Inception Date	Returns as of Month Ending 10/31/2012					Returns as of Quarter Ending 09/28/2012					Calendar Year Returns				
				1 Month YTD	1 Year	3 Year	5 Year	10 Year/ Since Inception	3 Month Year	1 Year	3 Year	5 Year	10 Year/ Since Inception	2011	2010	2009		
Guaranteed Lifetime Income																		
Great-West SF Balanced Fund G ^{3,5,6,9,41,42,43}	N/A	0.69 / 0.69	11-13-2009	-0.62	9.35	9.24	N/A	N/A	7.47	4.33	17.70	N/A	N/A	7.95	0.96	11.00	N/A	
Great-West S&P 500 Index Fund I [27.00%] ^{4,12,26,40}	MXVIX	0.60 / 0.60	09-08-2003	-1.91	13.76	14.48	12.55	-0.26	5.12	6.17	29.40	12.53	0.43	5.39	1.48	14.37	25.88	
Great-West Bond Index Fund I [38.00%] ^{4,5,12,18,26,40}	MXBIX	0.50 / 0.50	12-01-1992	0.14	3.87	4.93	5.71	6.46	5.07	1.61	4.71	5.84	6.60	4.98	7.20	6.49	6.18	
Great-West S&P SmallCap 600 Index Fund I [9.00%] ^{4,12,14,19,26,40}	MXISX	0.60 / 0.60	12-01-1993	-2.05	11.03	12.95	15.97	1.97	9.57	5.26	32.59	14.45	2.77	10.14	0.35	25.69	24.96	
Great-West International Index Fund I [12.00%] ^{13,40}	MXINX	0.70 / 0.70	01-13-2011	0.98	10.92	5.40	N/A	N/A	-3.07	7.36	14.93	N/A	N/A	-3.33	N/A	N/A	N/A	
Great-West S&P Mid Cap 400 Index Fund I [11.00%] ^{16,40}	MXMDX	0.60 / 0.60	01-21-2011	-0.83	12.33	11.42	N/A	N/A	4.90	5.35	27.73	N/A	N/A	5.68	N/A	N/A	N/A	
Northern Emerging Markets Equity Index [3.00%] ^{35,40}	NOEMX	0.73 / 0.30	04-25-2006	-0.44	10.96	3.47	5.00	-4.68	3.97	6.65	17.79	4.65	-2.37	4.09	-19.17	N/A	N/A	
Lifetime																		
Great-West Lifetime 2015 Fund II T ^{2,3,4,5,6,9,26,37,38,39}	N/A	0.88 / 0.88	05-01-2009	-0.07	9.92	9.40	9.12	N/A	11.15	4.08	16.67	8.80	N/A	11.48	1.49	11.58	N/A	
Great-West Lifetime 2025 Fund II T ^{2,3,4,5,6,9,26,37,38,39}	N/A	0.95 / 0.95	05-01-2009	-0.28	11.19	10.22	9.70	N/A	12.07	4.91	19.91	9.19	N/A	12.51	-1.00	13.22	N/A	
Great-West Lifetime 2035 Fund II T ^{2,3,4,5,6,9,26,37,38,39}	N/A	1.00 / 1.00	05-01-2009	-0.55	12.21	10.70	10.07	N/A	12.67	5.54	22.87	9.42	N/A	13.21	-3.18	14.59	N/A	
Great-West Lifetime 2045 Fund II T ^{2,3,4,5,6,9,26,37,38,39}	N/A	1.02 / 1.02	05-01-2009	-0.54	12.45	10.64	10.02	N/A	12.74	5.74	23.38	9.35	N/A	13.28	-4.08	14.99	N/A	
Great-West Lifetime 2055 Fund II T ^{2,3,4,5,6,9,26,37,38,39}	N/A	1.03 / 1.03	05-01-2009	-0.48	12.51	10.53	9.85	N/A	12.70	5.80	23.10	9.19	N/A	13.21	-4.53	14.96	N/A	
International																		
American Funds Intl Gr and Inc R4 ^{9,13}	N/A	0.94 / 0.94	08-31-2012	0.94	N/A	N/A	N/A	N/A	3.68	N/A	N/A	N/A	N/A	2.71	N/A	N/A	N/A	
Dreyfus Worldwide Growth I ^{9,13}	N/A	1.02 / 1.02	08-31-2012	-1.52	N/A	N/A	N/A	N/A	0.20	N/A	N/A	N/A	N/A	1.74	N/A	N/A	N/A	
Great-West International Index Fund I ^{9,13}	N/A	0.70 / 0.70	08-31-2012	0.98	N/A	N/A	N/A	N/A	3.70	N/A	N/A	N/A	N/A	2.69	N/A	N/A	N/A	
Oppenheimer Developing Market A ^{9,13}	N/A	1.30 / 1.30	05-14-2004	0.83	16.61	8.07	10.07	1.49	17.44	7.11	20.20	9.52	3.36	17.53	-18.10	26.98	81.73	
MSCI EAFE Index ^{1,8,10,20}	N/A	- / -		0.83	11.00	4.61	2.83	-5.81	7.73	6.92	13.75	2.12	-5.24	8.20	-12.14	7.75	31.78	
Specialty																		

USCM Sample Plan - 170023-01 (Continued)

INVESTMENT OPTION	Ticker	Gross/Net Expense Ratio ²⁵	Inception Date	Returns as of Month Ending 10/31/2012						Returns as of Quarter Ending 09/28/2012					Calendar Year Returns		
				1	1	3	5	10 Year/ Since	3	1	3	5	10 Year/ Since	2011	2010	2009	
				Month YTD	Year	Year	Year	Inception	Month Year	Year	Year	Year	Inception				
Franklin Gold & Precious Metals Fund A ^{9,17}	N/A	0.91 / 0.91	05-19-1969	-2.73	-4.36	-15.31	6.98	2.79	17.36	24.59	-5.17	7.16	5.85	17.04	-24.84	49.21	69.56
Invesco Global Real Estate Income A ^{9,17}	N/A	1.31 / 1.31	08-31-2012	0.89	N/A	N/A	N/A	N/A	2.15	N/A	N/A	N/A	N/A	1.24	N/A	N/A	N/A
Small Cap																	
Great-West Ariel Small Cap Value Fund I ^{4,5,7,9,14,26}	N/A	1.35 / 1.35	12-03-1993	-0.72	14.13	17.75	14.59	2.18	7.67	5.66	37.79	12.90	2.41	7.51	-11.33	29.31	66.19
Great-West Invesco SmallCap Value Fund I ^{9,14}	N/A	1.40 / 1.40	08-31-2012	-1.16	N/A	N/A	N/A	N/A	1.24	N/A	N/A	N/A	N/A	2.43	N/A	N/A	N/A
Great-West S&P SmallCap 600 Index Fund I ^{4,5,7,9,14,19,26}	N/A	0.60 / 0.60	01-12-1994	-2.05	11.07	12.98	15.98	1.98	9.58	5.28	32.63	14.46	2.78	10.15	0.35	25.69	24.96
Janus Triton S ^{9,14}	N/A	1.19 / 1.19	08-31-2012	-0.89	N/A	N/A	N/A	N/A	0.68	N/A	N/A	N/A	N/A	1.58	N/A	N/A	N/A
Russell 2000 Index ^{1,8,10,23}	N/A	- / -		-2.17	11.75	12.08	14.82	1.19	9.58	5.25	31.91	12.99	2.21	10.17	-4.18	26.85	27.17
Mid Cap																	
Great-West Ariel Mid Cap Value Fund I ^{4,5,7,9,16,26,27}	N/A	1.29 / 1.10	01-12-1994	-2.29	13.65	11.27	13.16	2.86	7.45	7.51	31.91	12.80	3.52	8.21	-6.87	19.54	63.38
Great-West GoldmanSachs MidCapVal Fund I ^{9,16}	N/A	1.25 / 1.25	08-31-2012	-0.55	N/A	N/A	N/A	N/A	1.20	N/A	N/A	N/A	N/A	1.76	N/A	N/A	N/A
Great-West S&P Mid Cap 400 Index Fund I ^{9,16}	N/A	0.60 / 0.60	08-31-2012	-0.83	N/A	N/A	N/A	N/A	1.03	N/A	N/A	N/A	N/A	1.88	N/A	N/A	N/A
Great-West T Rowe Price MidCap Gr Fund I ^{4,5,7,9,16,26}	N/A	1.04 / 1.04	07-01-1997	-2.32	9.32	7.41	14.65	2.52	10.81	4.10	23.84	13.74	3.66	11.78	-1.70	27.55	44.86
S & P MidCap 400 Index ^{1,8,10,22}	N/A	- / -		-0.79	12.87	12.11	15.81	3.12	10.21	5.44	28.54	14.33	3.83	10.77	-1.73	26.64	37.38
Large Cap																	
Great-West American Century Gr Fund I ⁹	N/A	1.00 / 1.00	06-30-2011	-3.60	11.83	10.65	N/A	N/A	4.20	5.27	28.15	N/A	N/A	7.63	N/A	N/A	N/A
Great-West S&P 500 Index Fund I ^{4,7,9,26}	N/A	0.60 / 0.60	09-05-2003	-1.91	13.76	14.50	12.56	-0.25	5.11	6.17	29.42	12.54	0.44	5.39	1.50	14.37	25.88
Great-West T. Rowe Price Eq Inc Fund I ^{4,5,7,9,26}	N/A	0.83 / 0.83	12-12-1994	-0.25	14.72	16.43	12.03	-0.05	7.11	6.30	28.90	11.30	0.30	7.79	-0.88	15.07	25.20
JPMorgan Disciplined Equity A ^{9,28}	N/A	0.88 / 0.85	08-31-2012	-1.73	N/A	N/A	N/A	N/A	0.16	N/A	N/A	N/A	N/A	1.93	N/A	N/A	N/A
S & P 500 Index ^{1,8,10,21}	N/A	- / -		-1.85	14.29	15.21	13.21	0.36	6.91	6.35	30.20	13.20	1.05	8.01	2.11	15.06	26.46
Bond																	
AllianceBern Global Bond K ^{9,15}	N/A	1.00 / 0.99	08-31-2012	0.43	N/A	N/A	N/A	N/A	0.85	N/A	N/A	N/A	N/A	0.41	N/A	N/A	N/A
Great-West Bond Index Fund I ^{4,5,9,15,26}	N/A	0.50 / 0.50	09-13-1999	0.14	3.87	4.93	5.71	6.46	5.05	1.61	4.71	5.84	6.60	5.00	7.20	6.50	6.17
Great-West Federated Bond Fund I ^{4,5,7,9,15,26}	N/A	0.70 / 0.70	07-31-2009	0.36	6.03	6.77	6.36	N/A	6.94	2.83	6.78	6.55	N/A	7.03	5.85	6.87	N/A
Great-West Loomis Sayles Bond Fund I ^{4,5,7,9,15,26}	N/A	0.90 / 0.90	01-27-1995	0.75	13.68	11.35	11.41	7.44	10.83	4.92	15.40	11.29	7.82	10.90	4.42	12.77	38.46
Great-West US Govt Mortgage Secur Fund I ^{4,5,9,15,26}	N/A	0.60 / 0.60	12-01-1993	0.00	3.20	4.14	4.73	5.81	4.76	1.29	4.14	5.01	5.97	4.76	5.72	5.56	6.01
Barclays Capital Aggregate Bond Index ^{1,8,10,24}	N/A	- / -		0.20	4.20	5.25	6.08	6.38	5.39	1.58	5.16	6.19	6.53	5.32	7.84	6.54	5.93
Fixed																	
U.S. Cities Stable Value Fund ¹¹	N/A	0.68 / 0.68	10-15-2012	N/A	N/A	N/A	N/A	N/A	0.00	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

UNDERLYING FUND ALLOCATIONS FOR THE GREAT-WEST LIFETIME ASSET ALLOCATION SERIES

UNDERLYING INVESTMENT	Ticker	Great-West Lifetime 2015 Fund II T	Great-West Lifetime 2025 Fund II T	Great-West Lifetime 2035 Fund II T	Great-West Lifetime 2045 Fund II T	Great-West Lifetime 2055 Fund II T
Allianz NFJ Small Cap Value Fund - A ^{12,14,33,40}	PCVAX	.63	1.04	1.55	1.81	1.93
American Century Infl-Adj Bond Inv ^{12,18,40}	ACITX	10.82	4.50	.83		
Cohen & Steers International Realty A ⁴⁰	IRFAX	.58	.59	.60	.60	.59
Goldman Sachs Mid Cap Value A ^{12,16,40}	GCMAX	1.19	1.66	2.12	2.14	2.01
Great-West American Century Gr Fund I ⁴⁰	MXGRX	1.93	2.68	3.42	3.46	3.24
Great-West Bond Index Fund I ^{4,5,12,18,26,40}	MXBIX	12.23	9.70	4.78	2.95	2.59
Great-West Federated Bond Fund I ^{4,5,12,18,26,40}	MXFDX	12.31	9.71	4.78	2.95	2.59
Great-West International Index Fund I ^{13,40}	MXINX	3.95	6.46	9.58	11.17	11.98
Great-West Janus Large Cap Growth Fund I ^{4,5,12,26,40}	MXLGX	1.93	2.68	3.42	3.46	3.24
Great-West Loomis Sayles SmCapVal Fund I ^{4,12,14,26,31,40}	MXLSX	.63	1.04	1.55	1.81	1.93
Great-West MFS Intl Growth Fund I ^{4,5,12,13,26,40}	MXIGX	.89	1.45	2.16	2.51	2.70
Great-West MFS Intl Value Fund I ^{4,5,26,31,40}	MXIVX	1.09	1.78	2.64	3.07	3.30
Great-West Money Market Fund I ^{4,5,12,26,36,40}	MXMXX	1.55	.64	.12		
Great-West Putnam Equity Income Fund I ^{40,44}	MXQIX	2.35	3.27	4.18	4.23	3.96
Great-West Putnam High Yield Bond Fund I ^{4,5,12,18,40,44}	MXHYX	3.12	2.45	1.20	.74	.65
Great-West S&P 500 Index Fund I ^{4,12,26,40}	MXVIX	8.56	11.90	15.09	15.32	14.30
Great-West S&P Mid Cap 400 Index Fund I ^{16,40}	MXMDX	3.67	5.10	6.51	6.59	6.17
Great-West S&P SmallCap 600 Index Fund I ^{4,12,14,19,26,40}	MXISX	1.94	3.20	4.77	5.56	5.92
Great-West Short Duration Bond Fund I ^{4,12,18,26,40}	MXSDX	2.47	1.03	.19		
Great-West T. Rowe Price Eq Inc Fund I ^{4,5,12,26,40}	MXEQX	2.35	3.27	4.18	4.23	3.96
Great-West Templeton Global Bond Fund I ^{4,5,12,13,26,40}	MXGBX	2.54	2.14	1.12	.74	.77
Great-West T Rowe Price MidCap Gr Fund I ^{5,12,16,26,40}	MXMGX	.64	.89	1.14	1.15	1.08
Guaranteed Portfolio Fund ⁴⁶	N/A	4.02	1.67	.31		
Harbor International Fund - Inv ^{12,13,30,40}	HIINX	1.09	1.78	2.64	3.07	3.30
INVESCO Developing Markets Fund Inst ^{17,40,45}	GTDIX	.94	1.80	3.07	4.08	4.96
Invesco Global Real Estate Instl ^{40,47}	IGREX	.58	.59	.60	.60	.59
Invesco International Growth I ^{13,40}	AIEVX	.89	1.45	2.16	2.51	2.70
Invesco Small Cap Growth A ^{12,14,40}	VASCX	.34	.56	.84	.97	1.04
Janus Triton S ⁴⁰	JGMIX	.34	.56	.84	.97	1.04

UNDERLYING FUND ALLOCATIONS FOR THE GREAT-WEST LIFETIME ASSET ALLOCATION SERIES

UNDERLYING INVESTMENT	Ticker	Great-West Lifetime 2015 Fund II T	Great-West Lifetime 2025 Fund II T	Great-West Lifetime 2035 Fund II T	Great-West Lifetime 2045 Fund II T	Great-West Lifetime 2055 Fund II T
Metropolitan West High Yield Bond M ^{29,40}	MWHYX	3.12	2.45	1.20	.74	.65
Nuveen Real Estate Securities I ^{17,40,47}	FARCX	2.71	2.44	2.18	1.93	1.70
Oppenheimer Developing Markets A ^{40,45}	ODMAX	.94	1.80	3.07	4.08	4.96
Oppenheimer International Bond Fund A ^{12,13,40}	OIBAX	2.54	2.14	1.12	.74	.77
Perkins Mid Cap Value S ^{12,16,40}	JMVIX	1.19	1.66	2.12	2.14	2.01
T. Rowe Price Real Estate Advisor ^{40,47}	PAREX	2.71	2.44	2.18	1.93	1.70
Third Avenue Real Estate Value Instl ^{17,34,40,47}	TAREX	.58	.59	.60	.60	.59
Wells Fargo Adv Common Stock A ^{32,40}	SCSAX	.64	.89	1.14	1.15	1.08

UNDERLYING FUND PERFORMANCE RETURNS FOR THE GREAT-WEST LIFETIME ASSET ALLOCATION SERIES

UNDERLYING INVESTMENT	Ticker	Gross/Net Expense Ratio ²⁵	Inception Date	Returns as of Month Ending 10/31/2012						Returns as of Quarter Ending 09/28/2012					Calendar Year Returns		
				1 Month	YTD	1 Year	3 Year	5 Year	10 Year/Since Inception	3 Month	1 Year	3 Year	5 Year	10 Year/Since Inception	2011	2010	2009
Allianz NFJ Small Cap Value Fund - A ^{12,14,33,40}	PCVAX	1.22 / 1.19	01-20-1997	-0.20	7.23	7.79	14.17	3.13	11.04	5.77	21.41	13.21	3.75	11.26	2.11	24.89	23.94
American Century Infl-Adj Bond Inv ^{12,18,40}	ACITX	0.48 / 0.48	02-10-1997	0.67	6.82	7.29	8.63	7.65	6.61	2.06	8.82	8.86	7.74	6.26	13.00	5.49	10.58
Cohen & Steers International Realty A ⁴⁰	IRFAX	1.61 / 1.61	03-31-2005	2.60	24.68	15.96	6.31	-5.99	3.91	8.68	25.49	4.93	-5.92	3.60	N/A	N/A	N/A
Goldman Sachs Mid Cap Value A ^{12,16,40}	GCMAX	1.16 / 1.16	08-15-1997	-0.18	13.64	11.63	13.39	1.20	9.11	5.94	26.06	11.81	1.46	9.40	-6.61	24.36	32.70
Great-West American Century Gr Fund I ⁴⁰	MXGRX	1.00 / 1.00	06-16-2011	-3.60	11.82	10.65	N/A	N/A	7.39	5.27	28.15	N/A	N/A	11.00	N/A	N/A	N/A
Great-West Bond Index Fund I ^{4,5,12,18,26,40}	MXBIX	0.50 / 0.50	12-01-1992	0.14	3.87	4.93	5.71	6.46	5.07	1.61	4.71	5.84	6.60	4.98	7.20	6.49	6.18
Great-West Federated Bond Fund I ^{4,5,12,18,26,40}	MXFDX	0.70 / 0.70	05-21-2003	0.36	6.03	6.77	6.36	7.15	5.24	2.83	6.78	6.54	7.25	5.24	5.85	6.88	13.07
Great-West International Index Fund I ^{13,40}	MXINX	0.70 / 0.70	01-13-2011	0.98	10.92	5.40	N/A	N/A	-3.07	7.36	14.93	N/A	N/A	-3.33	N/A	N/A	N/A
Great-West Janus Large Cap Growth Fund I ^{4,5,12,26,40}	MXLGX	1.05 / 1.05	05-21-2003	-2.60	16.62	11.68	7.37	-1.46	7.85	6.49	28.44	7.36	0.78	8.22	-9.43	8.65	46.98
Great-West Loomis Sayles SmCapVal Fund I ^{4,12,14,26,31,40}	MXLSX	1.11 / 1.10	11-01-1994	-0.59	10.76	12.78	14.03	1.61	9.76	4.81	29.82	12.04	2.05	9.98	-2.03	23.98	27.86
Great-West MFS Intl Growth Fund I ^{4,5,12,13,26,40}	MXIGX	1.20 / 1.20	05-21-2003	1.01	14.23	8.36	6.54	-1.66	8.99	6.44	19.30	5.59	-1.32	8.96	-10.35	10.19	31.91
Great-West MFS Intl Value Fund I ^{4,5,26,31,40}	MXIVX	1.17 / 1.16	12-01-1993	0.12	13.63	11.23	8.17	-7.30	7.30	6.92	17.94	7.08	-6.77	7.91	-1.87	9.21	31.67
Great-West Money Market Fund I ^{4,5,12,26,36,40}	MXMXX	0.46 / 0.46	02-25-1982	0.00	0.00	0.00	0.00	0.52	1.57	0.00	0.00	0.00	0.61	1.58	0.00	0.00	0.01
Great-West Putnam Equity Income Fund I ^{40,44}	MXQIX	1.10 / 1.10	06-16-2011	0.36	15.26	16.58	N/A	N/A	9.34	8.20	30.87	N/A	N/A	9.68	N/A	N/A	N/A
Great-West Putnam High Yield Bond Fund I ^{4,5,12,18,40,44}	MXHYX	1.10 / 1.10	05-21-2003	0.84	12.61	12.46	10.64	5.51	6.42	4.50	18.82	10.81	5.48	6.39	2.24	13.80	51.21
Great-West S&P 500 Index Fund I ^{4,12,26,40}	MXVIX	0.60 / 0.60	09-08-2003	-1.91	13.76	14.48	12.55	-0.26	5.12	6.17	29.40	12.53	0.43	5.39	1.48	14.37	25.88

UNDERLYING FUND PERFORMANCE RETURNS FOR THE GREAT-WEST LIFETIME ASSET ALLOCATION SERIES

UNDERLYING INVESTMENT	Gross/Net Expense Ratio ²⁵	Inception Date	Returns as of Month Ending 10/31/2012							Returns as of Quarter Ending 09/28/2012					Calendar Year Returns		
			1 Month	YTD	1 Year	3 Year	5 Year	10 Year/Since Inception	3 Month	1 Year	3 Year	5 Year	10 Year/Since Inception	2011	2010	2009	
Great-West S&P Mid Cap 400 Index Fund I ^{16,40}	MXMDX	0.60 / 0.60	01-21-2011	-0.83	12.33	11.42	N/A	N/A	4.90	5.35	27.73	N/A	N/A	5.68	N/A	N/A	N/A
Great-West S&P SmallCap 600 Index Fund I ^{4,12,14,19,26,40}	MXISX	0.60 / 0.60	12-01-1993	-2.05	11.03	12.95	15.97	1.97	9.57	5.26	32.59	14.45	2.77	10.14	0.35	25.69	24.96
Great-West Short Duration Bond Fund I ^{4,12,18,26,40}	MXSDX	0.60 / 0.60	08-01-1995	0.38	4.15	4.24	4.85	4.97	4.42	1.75	4.45	5.02	5.00	4.33	2.87	7.20	10.02
Great-West T. Rowe Price Eq Inc Fund I ^{4,5,12,26,40}	MXEQX	0.83 / 0.83	11-01-1994	-0.25	14.72	16.43	12.03	-0.05	7.11	6.30	28.90	11.30	0.29	7.79	-0.88	15.07	25.20
Great-West Templeton Global Bond Fund I ^{4,5,12,13,26,40}	MXGBX	1.30 / 1.30	07-26-1999	1.13	11.97	8.20	7.84	7.55	8.24	4.76	13.08	7.64	7.95	8.07	-1.63	10.92	14.71
Great-West T Rowe Price MidCap Gr Fund I ^{5,12,16,26,40}	MXMGX	1.04 / 1.04	07-01-1997	-2.32	9.32	7.41	14.65	2.52	10.81	4.10	23.84	13.74	3.66	11.76	-1.69	27.55	44.86
Guaranteed Portfolio Fund ⁴⁶	N/A	- / -	12-31-2010	0.08	0.95	1.45	N/A	N/A	1.60	0.25	1.45	N/A	N/A	1.60	2.08	N/A	N/A
Harbor International Fund - Inv ^{12,13,30,40}	HIINX	1.16 / 1.15	11-01-2002	0.48	12.35	7.54	6.04	-3.61	11.21	5.48	19.92	5.25	-2.52	12.00	-11.44	11.57	38.04
INVESCO Developing Markets Fund Inst ^{17,40,45}	GTDIX	1.04 / 1.04	10-25-2005	0.58	15.08	11.22	10.73	0.37	18.93	6.85	21.37	10.50	2.06	19.53	-10.98	21.83	84.39
Invesco Global Real Estate Instl ^{40,47}	IGREX	0.91 / 0.91	04-29-2005	0.80	21.59	16.89	12.27	-3.26	5.89	5.09	30.53	11.40	-2.78	5.84	-6.51	17.69	31.32
Invesco International Growth I ^{13,40}	AIEVX	0.98 / 0.98	03-15-2002	-0.42	10.86	7.52	7.74	-2.56	10.22	6.54	18.77	7.56	-1.50	10.81	-6.62	12.84	35.53
Invesco Small Cap Growth A ^{12,14,40}	VASCX	1.42 / 1.42	11-27-2000	-2.07	12.88	11.17	14.68	-0.59	9.94	7.66	30.01	13.35	1.12	10.51	-3.38	23.91	17.61
Janus Triton S ⁴⁰	JGMIX	1.19 / 1.19	07-06-2009	-0.89	10.22	10.39	17.54	4.45	20.50	3.04	25.99	16.73	5.69	21.43	2.36	31.01	N/A
Metropolitan West High Yield Bond M ^{29,40}	MWHYX	0.83 / 0.80	09-30-2002	0.78	12.21	11.97	10.10	9.07	10.88	5.06	17.44	10.41	8.94	10.82	0.35	13.94	54.69
Nuveen Real Estate Securities I ^{17,40,47}	FARCX	1.04 / 1.04	06-30-1995	-0.61	14.71	15.61	22.76	3.56	13.61	0.28	32.52	21.11	4.05	13.32	7.96	30.57	30.53
Oppenheimer Developing Markets A ^{40,45}	ODMAX	1.30 / 1.30	11-18-1996	0.83	16.61	8.07	10.07	1.49	20.46	7.11	20.20	9.52	3.36	20.87	-18.10	26.98	81.73
Oppenheimer International Bond Fund A ^{12,13,40}	OIBAX	0.98 / 0.98	06-15-1995	0.48	8.93	7.05	5.14	5.78	10.01	4.75	9.58	5.09	6.27	10.16	-0.28	7.87	13.07
Perkins Mid Cap Value S ^{12,16,40}	JMVIX	1.25 / 1.25	07-06-2009	-0.96	7.73	6.98	8.41	1.75	10.10	4.98	20.03	7.99	2.33	10.72	-2.73	14.52	30.16
T. Rowe Price Real Estate Advisor ^{40,47}	PAREX	0.99 / 0.99	12-31-2004	-0.95	14.10	13.84	22.40	1.45	12.09	0.05	31.85	20.27	1.79	11.71	N/A	N/A	N/A
Third Avenue Real Estate Value Instl ^{17,34,40,47}	TAREX	1.18 / 1.15	09-17-1998	1.25	31.33	24.29	12.27	-1.43	10.08	9.12	37.49	10.33	-0.93	9.78	-12.35	17.76	38.67
Wells Fargo Adv Common Stock A ^{32,40}	SCSAX	1.31 / 1.27	11-30-2000	-2.41	11.73	13.21	14.04	3.63	10.84	8.23	31.90	13.23	4.39	12.02	-2.48	24.98	41.44

These returns and fund operating expenses are expressed as percentages. 3, 5 and 10 Year/Since Inception returns shown are annualized. For 10 Year/Since Inception, if the fund was not in existence for 10 years, returns shown are since inception. If the fund is less than one year old, returns are not annualized.

For information related to investments in your Self-Directed Brokerage (SDB) account, contact TD Ameritrade at www.tdameritraderetirement.com or 1-866-766-4015.

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information you may obtain disclosure documents, mutual fund prospectuses for the underlying funds, the annuity contract and the annuity's underlying funds and/or disclosure documents from your registered representative. For prospectuses related to investments in your Self-Directed Brokerage (SDB) account, contact TD AMERITRADE, Inc. at (866) 766-4015. Read them carefully before investing.

Funds may impose redemption fees, and/or transfer restrictions, on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. For more information, please refer to the fund's prospectus and/or disclosure documents.

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Core securities (except those offered through the self-directed brokerage option), when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Financial. Brokerage services provided by TD AMERITRADE, Division of TD AMERITRADE Inc., member FINRA/SIPC. TD AMERITRADE is a trademark jointly owned by TD AMERITRADE IP Company, Inc. and The Toronto-Dominion Bank. (c)2012 TD AMERITRADE IP Company, Inc. All rights reserved. Used with permission. Additional information can be obtained by calling (866) 766-4015. TD AMERITRADE and GWFS Equities, Inc. are separate and unaffiliated.

Investment decisions should not be based solely on the performance data contained herein. Although data is gathered from reliable sources, the completeness or accuracy of the data cannot be guaranteed.

With the exception of the Self Directed Brokerage Account, securities, when offered, are offered through GWFS Equities, Inc., a wholly owned subsidiary of Great-West Life & Annuity Insurance Company. GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution, and administrative services.

On occasion, the name and/or investment objective of an investment option may change. For specific information on whether the option name has changed within the past year, or if the investment objective has changed in the last ten years, please contact your Registered Representative or investment advisor for a current prospectus.

You will receive a separate statement from your Self-Directed Brokerage (SDB) provider (depending on the provider and/or activity within your SDBA) that will detail the investment holdings and activity within your SDB account, including any fees and charges imposed in connection with the SDB.

GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution, and administrative services.

Great-West Retirement Services® refers to products and services provided by Great-West Financial and its subsidiaries and affiliates. Not intended for Plans whose situs is in New York.

Expense ratios shown on client statements are gross expense ratios and do not include any applicable fee waivers or expense reimbursements, as do net expense ratios. The expense ratios may be based on a prior reporting period than those shown on the investment performance report. For the most current expense ratios, including the net expense ratios, please visit www.USCMRetire.org and review the investment performance report.

Compared to higher-rated securities, high yield bond investment options are subject to greater risk, including the risk of default. [A bond fund's yield, share price and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise and vice versa.]

¹ * Performance returns not available at time of production.

² Performance does not include any fees or expenses of variable insurance products, if applicable. If such fees or expenses were included, returns would be lower.

³ The principal underwriter of Great-West Funds, Inc. is GWFS Equities, Inc., an affiliate of Great-West Funds, Inc. Great-West Funds, Inc. and GWFS Equities, Inc. are subsidiaries of Great-West Financial and/or affiliates of Great-West Life & Annuity Insurance Company of New York. Great-West Funds, Inc. was previously known as Maxim Series Fund, Inc.

⁴ ©2012, Great-West Funds, Inc. All rights reserved. Great-West Funds, Inc. was previously known as Maxim Series Fund, Inc.

⁵ Asset allocation funds are generally subject to a fund operating expense at the fund level, as well as prorated fund operating expenses of each underlying fund in which they invest. For more information, please refer to the fund prospectus and/or disclosure document.

⁶ Asset allocation and balanced investment options are subject to the risks of the underlying funds, which can be a mix of stocks/stock funds and bonds/bond funds. Stock values fluctuate in response to the activities of the general market, individual companies and economic conditions. Bond values fluctuate in response to the financial condition of individual issuers, general market and economic conditions, and changes in interest rates. In general, when interest rates rise, bond values fall and investors may lose principal value.

⁷ Some of the Great-West Portfolios are managed by sub-advisors who manage other mutual funds having similar names and investment objectives. While these Portfolios may be similar to or modeled from other mutual funds, they are not directly related to any mutual funds. Consequently, investment performance of other mutual funds and any similarly named Portfolio may differ substantially.

⁸ A benchmark index is not actively managed, does not have a defined investment objective, and does not incur fees or expenses. Therefore, performance of a fund will generally be less than its benchmark index. You cannot invest directly in a benchmark index.

⁹ Offered through a group fixed and variable deferred annuity issued by Great-West Life & Annuity Insurance Company. Returns are shown based on the inception date of the separate account or the investment option's addition to the separate account, if later. A ticker symbol is not available for this investment option.

¹⁰ Benchmark index returns are supplied by Morningstar, Inc. There may be another benchmark that is more specific to each of the funds listed under the broad asset class. Please refer to the fund's prospectus for more specific information as to the fund's actual benchmark index.

¹¹ Collective Trust Fund Option. A ticker symbol is not available for this investment option.

¹² This fund may be used within one or more of the Great-West Lifetime Asset Allocation Series. It may or may not be available for direct investment under your plan.

¹³ Foreign funds involve special risks, including currency fluctuations and political developments.

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- ¹⁴ *Equity securities of small-sized companies may be more volatile than securities of larger, more established companies.*
- ¹⁵ *A bond fund's yield, share price, and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise, and vice versa. Although they have higher return potential, high yield bonds are also subject to greater risk, including the risk of default, compared to higher-rated securities.*
- ¹⁶ *Equity securities of medium-sized companies may be more volatile than securities of larger, more established companies.*
- ¹⁷ *Specialty funds that invest in a specific industry sector may be more volatile than funds with more diversified investments.*
- ¹⁸ *A bond fund's yield, share price, and total return change daily and are based on changes in interest rates, market conditions, economic and political news, and the quality and maturity of its investments. In general, bond prices fall when interest rates rise, and vice versa.*
- ¹⁹ *Standard & Poor's, "S&P", "S&P 500", "500", "S&P 500/BARRA Growth Index", "S&P 500/BARRA Value Index", "S&P MidCap 400 Index", "Standard & Poor's SmallCap 600 Index", and "S&P SmallCap 600 Index" are registered trademarks of Standard & Poor's Financial Services LLC ("Standard & Poor's"), and have been licensed for use by Great-West Financial and Great-West Life & Annuity Insurance Company of New York. The Portfolio is not sponsored, endorsed, sold or promoted by Standard & Poor's and Standard & Poor's makes no representation regarding the advisability of investing in the Portfolio. (Please see the Statement of Additional Information which sets forth certain additional disclaimers and limitations of liabilities.)*
- ²⁰ *MSCI EAFE® Index is a trademark of Morgan Stanley Capital International, Inc. and is an unmanaged index considered indicative of the international equity market. Copyright Morgan Stanley Capital International, Inc. 2012. All Rights Reserved. Unpublished. PROPRIETARY TO MORGAN STANLEY CAPITAL INTERNATIONAL INC.®*
- ²¹ *S&P 500® Index is an unmanaged index considered indicative of the domestic Large-Cap equity market. "Standard & Poor's®", "S&P®", "S&P 500®", and "Standard & Poor's 500®" are registered trademarks of Standard & Poor's Financial Services LLC ("Standard & Poor's").*
- ²² *S&P MidCap 400® Index is an unmanaged index considered indicative of the domestic Mid-Cap equity market. "Standard & Poor's®", "S&P®", "S&P 400®", and "Standard & Poor's 400®" are registered trademarks of Standard & Poor's Financial Services LLC ("Standard & Poor's").*
- ²³ *Russell 2000® Index is a trademark of Russell Investments and is an unmanaged index considered indicative of the domestic Small-Cap equity market.*
- ²⁴ *Barclays Capital U.S. Aggregate Bond Index is an unmanaged index representative of the broad bond market and is composed of government and corporate bonds, mortgage-backed bonds and asset-backed bonds.*
- ²⁵ *The net expense ratio is less applicable fee waivers or expense reimbursements the investment adviser and/or administrator may have agreed upon, either voluntary or by contractual agreement; the gross expense ratio is not. Fee waivers and reimbursements may be modified or terminated at any time. Additional information can be found in the Fund's prospectus and/or other disclosure documents regarding effective dates and/or if waivers or reimbursements are voluntary or by contractual agreement. Absent waivers or reimbursements, the performance would have been lower.*
- ²⁶ *Great-West Funds, Inc. is an affiliate of Great-West Financial, Great-West Life & Annuity Insurance Company of New York, White Plains, New York, and their subsidiaries and affiliates. Great-West Funds, Inc. was previously known as Maxim Series Fund, Inc.*
- ²⁷ *The Fund has a Contractual Expense Ratio Waiver in the amount of .19% .*
- ²⁸ *The Fund has a Contractual Expense Ratio Waiver in the amount of .03% which expires on 01-NOV-2013.*
- ²⁹ *The Fund has a Contractual Expense Ratio Waiver in the amount of .03% which expires on 31-JUL-2013.*
- ³⁰ *The Fund has a Contractual Expense Ratio Waiver in the amount of .01% which expires on 28-FEB-2013.*
- ³¹ *The Fund has a Contractual Expense Ratio Waiver in the amount of .01% .*
- ³² *The Fund has a Contractual Expense Ratio Waiver in the amount of .04% which expires on 31-JAN-2013.*
- ³³ *The Fund has a Contractual Expense Ratio Waiver in the amount of .03% which expires on 31-OCT-2013.*
- ³⁴ *The Fund has a Contractual Expense Ratio Waiver in the amount of .03% which expires on 01-MAR-2015. The Fund has a Contractual Expense Ratio Cap in the amount of 1.15% which expires on 01-MAR-2013.*
- ³⁵ *The Fund has a Contractual Expense Ratio Waiver in the amount of .43% which expires on 31-JUL-2013.*
- ³⁶ *Effective January 15, 2009, Great-West Capital Management, LLC, investment adviser to the Great-West Money Market Portfolio (the "Portfolio"), agreed to waive, on a voluntary basis, all or a portion of the Portfolio's management fees to the extent it deems appropriate to enhance the yield of the Portfolio during periods when expenses have a significant impact on the yield of the Portfolio. Great-West Capital Management, LLC may modify, extend or terminate the waiver at any time at its sole discretion without notice.*
- ³⁷ *The Great-West Lifetime Asset Allocation Series may include some investment options not directly available to your Plan. For more information about the Portfolios, including the eligible underlying portfolios, review the Fund Data Sheets or*

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contact your Registered Representative.

- ³⁸ The underlying fund allocations of the Great-West Lifetime Asset Allocation Series are based on an investment strategy based on risk and return. The underlying fund allocations shown for the Great-West LAAS funds are subject to change according to the investment strategies as stated in the Great-West LAAS funds' prospectus. This is not intended as financial planning or investment advice.
- ³⁹ The fund operating expense listed for the Great-West Lifetime Asset Allocation Series is inclusive of the prorated fund operating expenses of each underlying portfolio.
- ⁴⁰ The historic performance information quoted is provided by Morningstar, Inc. ©2012 Morningstar, Inc. All Rights Reserved. The information contained herein: (1) is proprietary to Morningstar and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither Morningstar nor its content providers are responsible for any damages or losses arising from any use of this information. Past performance is no guarantee of future results.
- ⁴¹ Great-West SecureFoundation may include some investment options not directly available to your Plan. For more information about Great-West SecureFoundation, including the eligible investment options, review the Fund Data Sheets or contact your Registered Representative.
- ⁴² The annual fee for the Guarantee is currently 0.90% of the value of your variable contract, IRA, or qualified retirement plan allocated to the Portfolio ("Fund Value"). The annual fee for the Guarantee Benefit Fee may increase or decrease and will not be lower than 0.70% or higher than 1.50% of your account value allocated to the Portfolio. The Guarantee Benefit Fee will begin to be deducted from your Fund Value on a monthly basis upon purchase of shares of the Portfolio. The Guarantee Benefit Fee is in addition to the fees and expenses of the Portfolio.
- ⁴³ Shares of the Portfolio can only be purchased in conjunction with the purchase and acceptance of a Guaranteed Lifetime Withdrawal Benefit (the "Guarantee") issued by Great-West Financial. The Guarantee is intended to provide a guaranteed income stream for life. The Guarantee goes into effect immediately upon purchase of shares of the Portfolio. Periodic withdrawals for retirement income are first made from the Fund Value. In the event that the Fund Value is exhausted (as a result of those periodic withdrawals, market performance, the Guarantee Benefit Fee or certain other fees that may be imposed by the retirement plan), the Guarantee allows you to continue to receive payments in the same amount for life. The Guarantee does not guarantee the investment performance of the Portfolio. Payment under the Guarantee is based on the claims-paying ability of Great-West Financial.
- ⁴⁴ Putnam Fund(s) are an affiliate of Great-West Financial, Great-West Life & Annuity Insurance Company of New York, White Plains, New York, and their subsidiaries and affiliates.
- ⁴⁵ Equity securities of companies located in emerging markets involve greater risks than investing in more established markets, including currency fluctuations, political developments and share illiquidity.
- ⁴⁶ The Guaranteed Portfolio Fund is backed by the general assets of Great-West Financial.
- ⁴⁷ Real estate securities involve greater risks than other non-diversified investments, including, but not limited to: declining property values, varying economic conditions, changes in zoning laws, or losses from casualty. Real estate securities that invest in foreign real estate involve additional risk, including currency fluctuations and political developments.