

- WASHINGTON STATE -
DEFERRED COMPENSATION PROGRAM

DISCOVER THE SMART,
EASY WAY TO SAVE



Friday, November 18, 2011

Washington State Deferred Compensation Program

About Great-West



Stability and Scale

An organization with an established, conservative history of success



Leadership and Innovation

A partner that anticipates needs instead of reacting to them



Dedicated Partnership

A partner dedicated to helping plans help participants

Stability and Scale

A⁺	A.M. Best Company, Inc. – <i>Financial Strength</i>	Superior Highest of ten categories
AA²	Standard & Poor's Ratings Services – <i>Financial Strength</i>	Very Strong Second highest of nine categories
AA²	Fitch Ratings – <i>Financial Strength</i>	Very Strong Second highest of nine categories
Aa3³	Moody's Investors Service – <i>Financial Strength</i>	Excellent Second highest of nine categories

Stability and Scale



4th largest record-keeper based on total participants²



Serve more than 23,000 plans and 4.4 million participants¹



Record keep \$132 billion in plan assets¹

¹ Great-West Retirement Services, through May 31, 2010.
² Spectrem Group, May 2010, PLANSPONSOR June 2010.

#1 Provider in Government 457 Plans

As the industry consolidates, we continue to gain strength

> TOTAL 457 RECORDKEEPING ASSETS (\$MM)

1	Great-West Retirement Services	\$40,212
2	Nationwide Financial	\$39,933
3	ING	\$35,818
4	ICMA-RC	\$19,378
5	The Hartford	\$9,000
6	Prudential Retirement	\$6,054
7	VALIC	\$5,020
8	T. Rowe Price	\$4,653
9	Fidelity Investments	\$2,693
10	SunGuard Benefits Administration	\$2,160

The Engine Behind Several Brands



Leadership and Innovation



- ▶ We stay on the leading edge so you can offer your participants more
- ▶ We're the record keeper of choice for many large providers
- ▶ We develop our own technology so we can tailor it to your needs

Plan Overview

Total Assets

◆ Assets at September 30, 2011	\$2,684.85
◆ Less assets at June 30, 2011	<u>\$2,949.44</u>
◆ Asset change for the quarter	- \$264.59

Asset Components

◆ Contributions for the quarter	\$47.20
◆ Less distributions for the quarter	-\$43.97
◆ Net investment loss for the quarter	<u>-\$267.82</u>
◆ Asset change for the quarter	- \$264.59

- ◆ Plan assets were at \$2,684.85 million as of September 30, 2011
- ◆ Plan assets decreased by \$264.59 million (9.0%) from July 1, 2011 to September 30, 2011
- ◆ Contributions were \$47.20 million from July 1, 2011 to September 30, 2011
- ◆ From July 1, 2011 to September 30, 2011 there were 54,302 participants

Processing Summary

Processing Statistics

Volume

Contributions	92,222
Rollover Contributions	\$ 3,865,793.35
Future Investment Changes	4,084
Inter-Fund Transfers	7,448
Deferral Changes	1,844
Hardship/Emergency Withdrawal	67
Partial Distributions	757
Lump Sum Distributions	616
Installments	2,385

Performance Measurement: 100% same day processing for contributions, future investment changes, inter-fund transfers, deferral changes and distributions when received in good order by 1:00pm PT.

Plan Assets

Percentage of Assets by Asset Class

457 Plan

	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	10.7%	4.3%	3.1%	34.9%	2.4%	7.6%	37.0%
10/1/2010 to 12/31/2010	11.4%	4.4%	3.7%	36.2%	2.4%	6.7%	35.3%
1/1/2011 to 3/31/2011	12.0%	4.3%	4.1%	37.1%	2.4%	5.9%	34.2%
4/1/2011 to 6/30/2011	12.4%	4.2%	4.0%	36.3%	2.5%	6.1%	34.5%
7/1/2011 to 9/30/2011	12.9%	3.7%	3.3%	30.3%	2.6%	7.4%	39.9%

401(a) Plan

	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	7.4%	5.0%	3.1%	33.9%	1.1%	4.8%	44.6%
10/1/2010 to 12/31/2010	7.9%	5.2%	3.4%	35.3%	1.4%	4.7%	42.2%
1/1/2011 to 3/31/2011	9.1%	5.4%	4.0%	36.6%	1.4%	3.8%	39.7%
4/1/2011 to 6/30/2011	10.2%	5.4%	4.0%	38.0%	1.4%	3.8%	37.1%
7/1/2011 to 9/30/2011	9.0%	4.4%	3.1%	32.5%	1.9%	4.5%	44.7%

Combined

	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	10.7%	4.3%	3.1%	34.9%	2.3%	7.5%	37.0%
10/1/2010 to 12/31/2010	11.4%	4.4%	3.7%	36.2%	2.4%	6.7%	35.3%
1/1/2011 to 3/31/2011	11.9%	4.3%	4.1%	37.1%	2.4%	5.9%	34.3%
4/1/2011 to 6/30/2011	12.4%	4.2%	4.0%	36.4%	2.5%	6.1%	34.5%
7/1/2011 to 9/30/2011	12.9%	3.7%	3.3%	30.3%	2.6%	7.4%	40.0%



Asset Distribution by Fund – Combined

Total Active Accounts:

9/30/2010	54,373
12/31/2010	54,339
3/31/2011	54,462
6/30/2011	54,497
9/30/2011	54,302

Average Account

Balance per Account:

9/30/2010	\$48,751
12/31/2010	\$51,644
3/31/2011	\$53,656
6/30/2011	\$54,121
9/30/2011	\$49,443

Average Number of Investment Options per Account:

9/30/2010	3.1
12/31/2010	3.0
3/31/2011	3.0
6/30/2011	3.0
9/30/2011	2.9

Asset Class/Fund Name	6/30/2011			9/30/2011		
	Amount	Pct	Accts	Amount	Pct	Accts
Retirement Strategy						
2000 Retirement Strategy Fund	6,384,032	0.2%	212	6,325,325	0.2%	248
2005 Retirement Strategy Fund	11,446,636	0.4%	367	10,238,616	0.4%	389
2010 Retirement Strategy Fund	48,396,850	1.6%	1,563	44,253,387	1.6%	1,569
2015 Retirement Strategy Fund	101,492,916	3.4%	3,771	95,387,352	3.6%	3,868
2020 Retirement Strategy Fund	81,289,857	2.8%	3,741	78,120,625	2.9%	3,912
2025 Retirement Strategy Fund	50,398,971	1.7%	3,316	49,402,211	1.8%	3,491
2030 Retirement Strategy Fund	29,379,100	1.0%	2,635	26,707,634	1.0%	2,714
2035 Retirement Strategy Fund	17,332,374	0.6%	2,167	16,625,608	0.6%	2,255
2040 Retirement Strategy Fund	10,251,032	0.3%	1,801	9,484,259	0.4%	1,849
2045 Retirement Strategy Fund	5,553,836	0.2%	1,136	5,138,046	0.2%	1,174
2050 Retirement Strategy Fund	2,227,409	0.1%	461	2,121,187	0.1%	489
2055 Retirement Strategy Fund	1,022,723	0.0%	171	1,863,134	0.1%	216
	365,175,735	12.4%		345,667,385	12.9%	
International						
International Stock Fund	123,891,273	4.2%	14,362	80,518,724	3.0%	12,599
Emerging Market Equity Index Fund	0	0.0%	-	7,523,823	0.3%	743
Global Equity Index Fund	0	0.0%	-	10,207,532	0.4%	810
	123,891,273	4.2%		98,250,080	3.7%	
Small-Cap						
US Small Stock Index Fund	117,296,183	4.0%	11,354	73,858,932	2.8%	10,036
US Small Cap Value Equity Index Fund	0	0.0%	-	13,464,599	0.5%	948
	117,296,183	4.0%		87,323,531	3.3%	
Large-Cap						
Active US Core Stock Fund	239,313,892	8.1%	15,585	186,198,632	6.9%	14,080
Active US Value Stock Fund	300,830,490	10.2%	19,320	214,367,833	8.0%	17,276
US Stock Market Index Fund	164,081,363	5.6%	13,698	118,744,404	4.4%	12,402
Fidelity Growth Company Fund	367,969,362	12.5%	21,319	272,037,830	10.1%	18,986
US Large Cap Equity Index Fund	0	0.0%	-	21,691,029	0.8%	1,066
	1,072,195,107	36.4%		813,039,728	30.3%	
Balanced						
Socially Responsible Balanced Fund	73,208,992	2.5%	7,589	69,207,620	2.6%	7,619
	73,208,992	2.5%		69,207,620	2.6%	
Bond						
Washington State Bond Fund	179,531,451	6.1%	13,661	198,277,630	7.4%	13,797
	179,531,451	6.1%		198,277,630	7.4%	
Fixed						
Savings Pool	1,018,145,170	34.5%	26,665	1,073,080,283	40.0%	26,801
	1,018,145,170	34.5%		1,073,080,283	40.0%	
	2,949,443,911	100.0%		2,684,846,257	100.0%	

Contributions

Percentage of Contributions by Asset Class

457 Plan	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	21.7%	5.8%	4.4%	29.8%	2.8%	7.8%	27.7%
10/1/2010 to 12/31/2010	22.6%	5.6%	4.2%	29.2%	2.4%	8.0%	27.9%
1/1/2011 to 3/31/2011	22.6%	5.7%	4.9%	30.1%	2.6%	6.8%	27.2%
4/1/2011 to 6/30/2011	25.2%	5.6%	5.7%	29.5%	3.1%	6.2%	24.7%
7/1/2011 to 9/30/2011	26.1%	5.1%	4.8%	28.0%	2.5%	7.2%	26.4%

401(a) Plan	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	0.0%	15.9%	4.8%	34.8%	0.0%	0.0%	44.5%
10/1/2010 to 12/31/2010	0.0%	15.9%	4.8%	34.8%	0.0%	0.0%	44.5%
1/1/2011 to 3/31/2011	0.0%	15.9%	4.8%	34.5%	0.0%	0.0%	44.8%
4/1/2011 to 6/30/2011	8.9%	16.0%	5.3%	29.4%	0.0%	0.0%	40.4%
7/1/2011 to 9/30/2011	10.6%	16.0%	5.3%	29.4%	0.0%	0.0%	38.6%

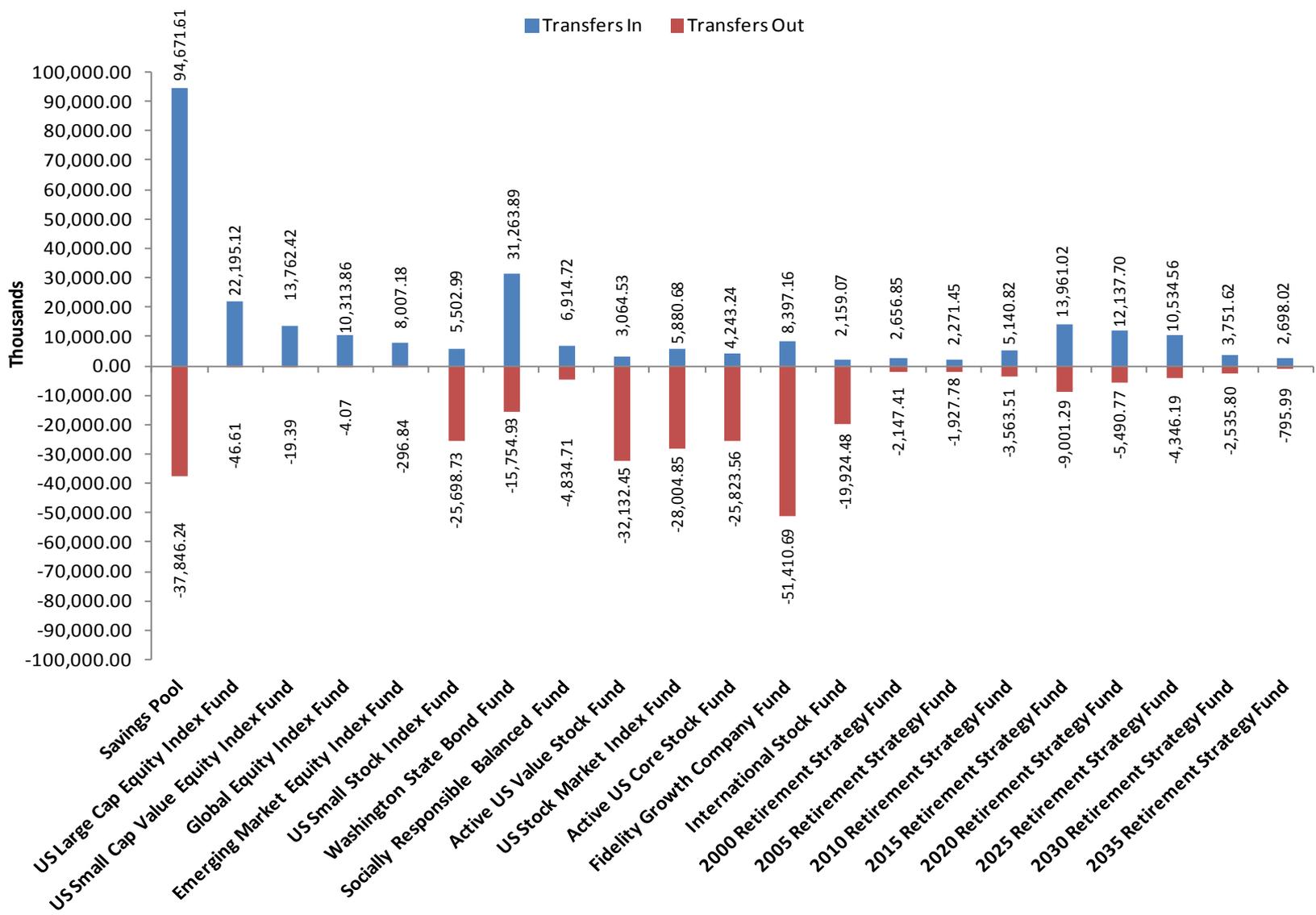
Combined	Retirement Strategy	Internat'l	Small Cap	Large Cap	Balanced	Bond	Fixed
7/1/2010 to 9/30/2010	21.7%	5.8%	4.4%	29.8%	2.8%	7.8%	27.7%
10/1/2010 to 12/31/2010	22.6%	5.6%	4.2%	29.2%	2.4%	8.0%	27.9%
1/1/2011 to 3/31/2011	22.6%	5.7%	4.9%	30.1%	2.6%	6.8%	27.2%
4/1/2011 to 6/30/2011	25.2%	5.6%	5.7%	29.5%	3.1%	6.2%	24.7%
7/1/2011 to 9/30/2011	26.1%	5.2%	4.8%	28.0%	2.5%	7.2%	26.4%

Contributions by Fund – Combined

Total Accounts	
Receiving Contributions:	
9/30/2010	34,133
12/31/2010	33,579
3/31/2011	33,799
6/30/2011	33,851
9/30/2011	33,574
Average	
Contribution per Account:	
9/30/2010	\$1,372
12/31/2010	\$1,430
3/31/2011	\$1,338
6/30/2011	\$1,382
9/30/2011	\$1,406
Average Number of	
Investment Options	
per Account:	
9/30/2010	2.7
12/31/2010	2.7
3/31/2011	2.7
6/30/2011	2.7
9/30/2011	2.7

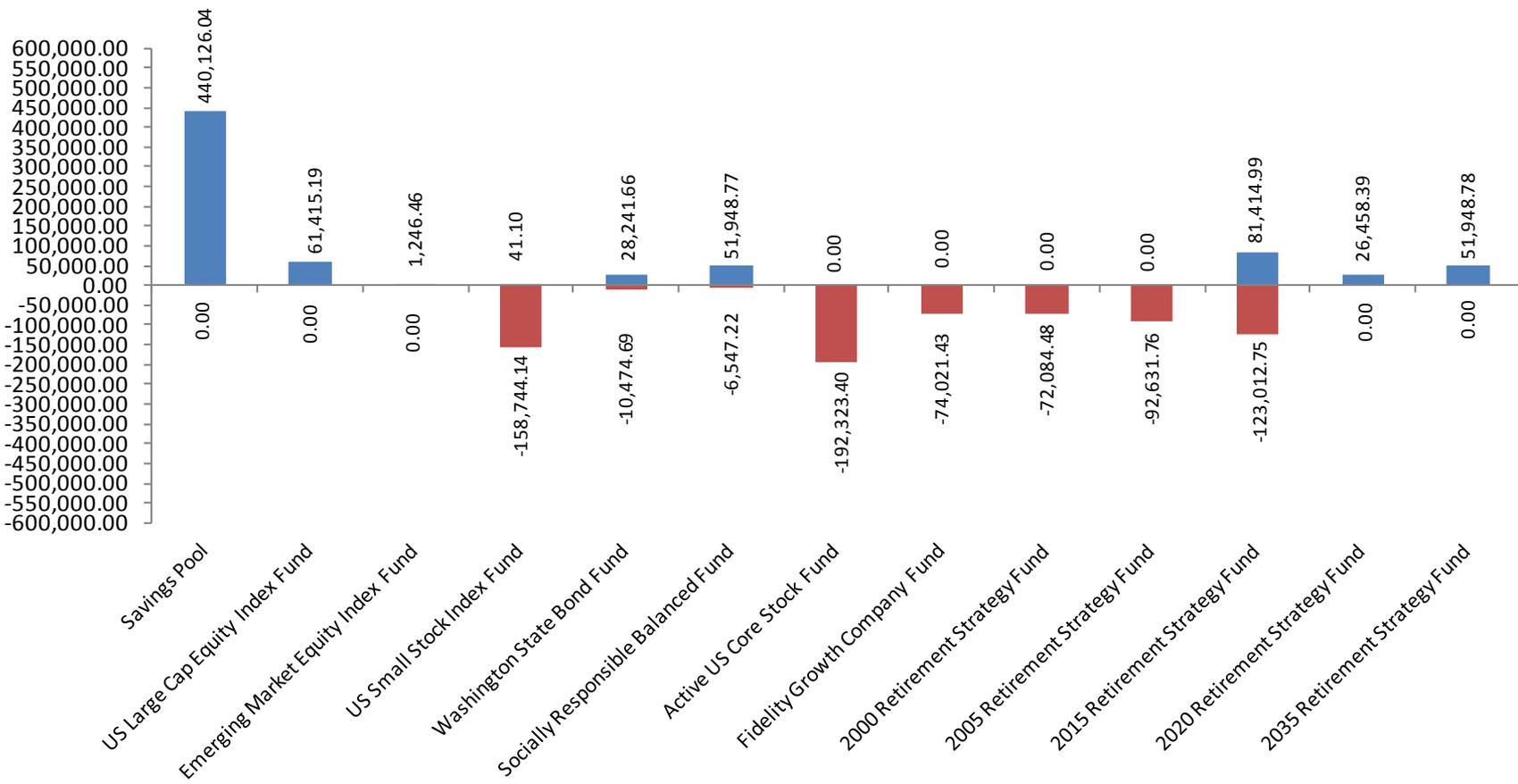
Asset Class/Fund Name	4/1/2011 to 6/30/2011			7/1/2011 to 9/30/2011		
	Amount	Pct	Accts	Amount	Pct	Accts
Retirement Strategy						
2000 Retirement Strategy Fund	45,105	0.1%	56	64,081	0.1%	81
2005 Retirement Strategy Fund	111,673	0.2%	100	173,199	0.4%	124
2010 Retirement Strategy Fund	678,933	1.5%	574	712,012	1.5%	586
2015 Retirement Strategy Fund	3,258,396	7.0%	2,390	3,378,166	7.2%	2,497
2020 Retirement Strategy Fund	2,545,228	5.4%	2,579	2,745,730	5.8%	2,711
2025 Retirement Strategy Fund	1,945,053	4.2%	2,444	1,887,479	4.0%	2,584
2030 Retirement Strategy Fund	1,232,237	2.6%	1,961	1,380,253	2.9%	2,026
2035 Retirement Strategy Fund	828,153	1.8%	1,593	759,724	1.6%	1,654
2040 Retirement Strategy Fund	643,343	1.4%	1,279	519,412	1.1%	1,321
2045 Retirement Strategy Fund	340,778	0.7%	818	351,454	0.7%	853
2050 Retirement Strategy Fund	112,502	0.2%	332	115,005	0.2%	356
2055 Retirement Strategy Fund	64,272	0.1%	118	218,005	0.5%	144
	11,805,674	25.2%		12,304,519	26.1%	
International						
International Stock Fund	2,638,589	5.6%	8,289	2,406,730	5.1%	8,068
Emerging Market Equity Index Fund	0	0.0%	-	12,620	0.0%	192
Global Equity Index Fund	0	0.0%	-	13,073	0.0%	182
	2,638,589	5.6%		2,432,423	5.2%	
Small-Cap						
US Small Stock Index Fund	2,644,777	5.7%	6,697	2,237,018	4.7%	6,559
US Small Cap Value Equity Index Fund	0	0.0%	-	16,434	0.0%	216
	2,644,777	5.7%		2,253,452	4.8%	
Large-Cap						
Active US Core Stock Fund	2,377,290	5.1%	7,799	2,360,906	5.0%	7,609
Active US Value Stock Fund	3,472,704	7.4%	9,911	3,285,071	7.0%	9,682
US Stock Market Index Fund	3,074,783	6.6%	7,792	2,935,021	6.2%	7,604
Fidelity Growth Company Fund	4,874,098	10.4%	12,155	4,588,215	9.7%	11,913
US Large Cap Equity Index Fund	0	0.0%	-	28,883	0.1%	236
	13,798,874	29.5%		13,198,097	28.0%	
Balanced						
Socially Responsible Balanced Fund	1,439,928	3.1%	4,058	1,179,075	2.5%	4,132
	1,439,928	3.1%		1,179,075	2.5%	
Bond						
Washington State Bond Fund	2,917,111	6.2%	7,409	3,388,045	7.2%	7,517
	2,917,111	6.2%		3,388,045	7.2%	
Fixed						
Savings Pool	11,539,712	24.7%	13,318	12,442,487	26.4%	13,375
	11,539,712	24.7%		12,442,487	26.4%	
	46,784,665	100.0%		47,198,097	100.0%	

Fund Transfer Analysis – 457 Plan



Fund Transfer Analysis – 401(a) Plan

■ Transfers In ■ Transfers Out



Distributions

Benefit Payment Distribution – Combined

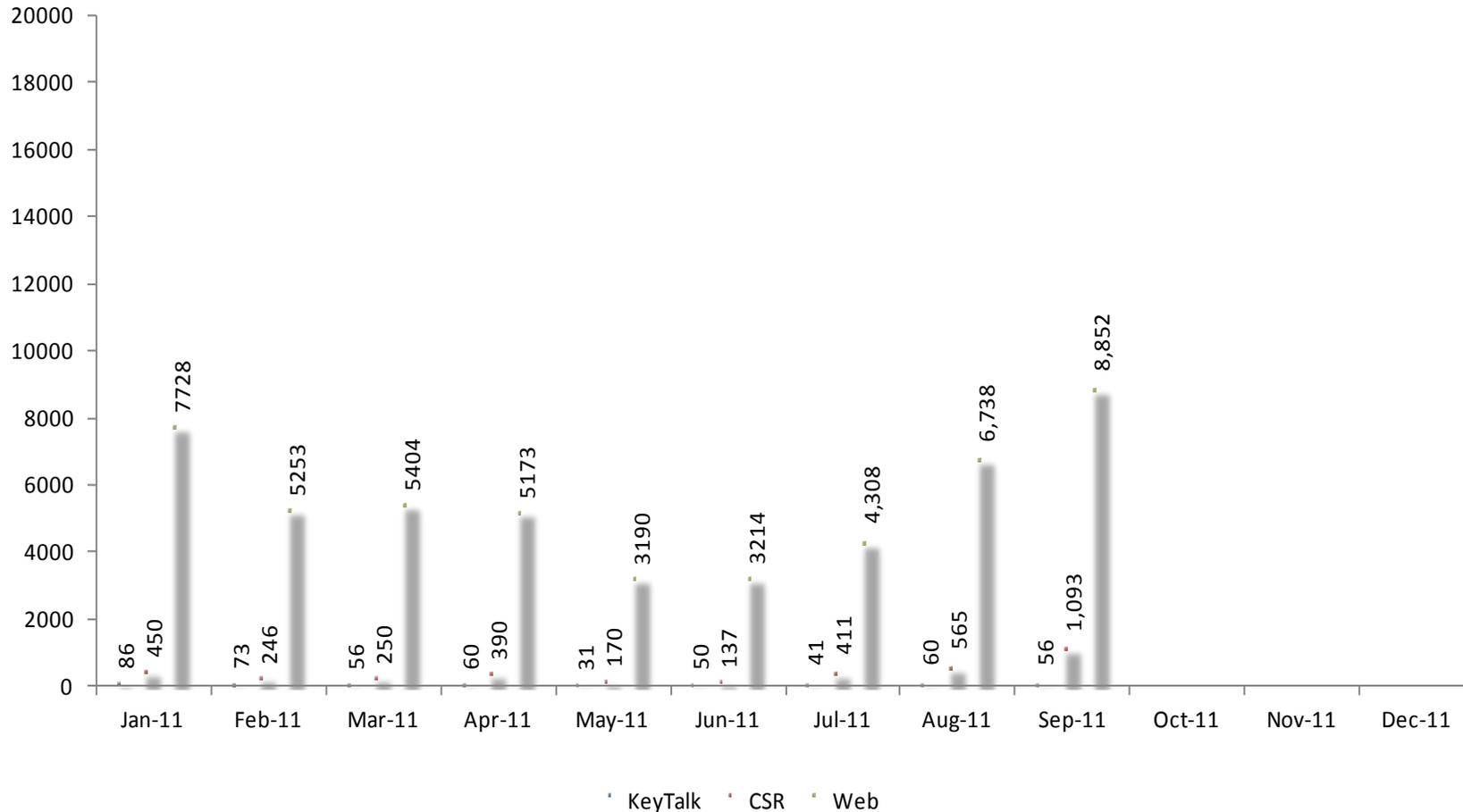
	4/1/2011 to 6/30/2011			7/1/2011 to 9/30/2011		
	Amount	Pct	Count	Amount	Pct	Count
<i>Full Withdrawals</i>						
ZBeneficiary Payment	883	0.0%	1	0	0.0%	0
Beneficiary Payment	733	0.0%	3	2,521	0.0%	5
ZQDRO	69,480	0.2%	4	0	0.0%	0
ZDeath	1,877,254	5.2%	45	1,222,649	2.8%	32
Death	40,882	0.1%	2	8,142	0.0%	3
In Service ROMT	0	0.0%	0	911	0.0%	1
ZIn Service	37,221	0.1%	12	43,083	0.1%	17
Z External Transfer	406,170	1.1%	16	320,985	0.7%	9
QDRO	115,136	0.3%	1	0	0.0%	0
Retirement	127,262	0.4%	47	36,313	0.1%	48
Z Retirement	15,994,666	44.3%	427	18,920,284	43.0%	496
Separation of Service	148	0.0%	82	32,591	0.1%	5
Total Full Withdrawals:	18,669,835	51.7%	640	20,587,478	46.8%	616
<i>Partial Withdrawals</i>						
ZBeneficiary Payment	7,096	0.0%	3	132,437	0.3%	5
Beneficiary Payment	0	0.0%	0	600	0.0%	1
ZDeath	177,609	0.5%	4	69,974	0.2%	8
Death	0	0.0%	0	4,707	0.0%	1
IRS Lewy	65,566	0.2%	1	0	0.0%	0
XService Credit	35,840	0.1%	1	17,333	0.0%	1
Hardship	632,290	1.7%	65	870,376	2.0%	67
YService Credit	0	0.0%	0	78,727	0.2%	2
In Service ROMT	384,011	1.1%	15	317,582	0.7%	10
ZMinimum Distribution	19,603	0.1%	9	125,361	0.3%	24
Minimum Distribution	1,187	0.0%	3	3,129	0.0%	2
ZQDRO	380,757	1.1%	12	649,555	1.5%	24
QDRO	57,027	0.2%	3	23,405	0.1%	2
Retirement	835,109	2.3%	35	655,202	1.5%	47
Z Retirement	6,666,493	18.4%	470	11,634,653	26.5%	481
ZService Credit	2,912,338	8.1%	58	3,266,240	7.4%	70
Separation of Service	37,524	0.1%	4	201,316	0.5%	9
Service Credit	0	0.0%	0	109,072	0.2%	3
Total Partial Withdrawals:	12,212,450	33.8%	683	18,159,670	41.3%	757
<i>Periodic Payments</i>						
Z Benefit Payment	38,236	0.1%	14	43,922	0.1%	22
Benefit Payment	295,396	0.8%	151	283,972	0.6%	146
Minimum Distribution	82,782	0.2%	55	92,034	0.2%	58
70 ½ In-Service	1,590	0.0%	1	1,590	0.0%	1
QDRO	1,125	0.0%	1	1,125	0.0%	1
Retirement	3,561,397	9.9%	1,698	3,174,395	7.2%	1,583
Z Retirement	1,158,270	3.2%	418	1,468,077	3.3%	511
ZQDRO	10,125	0.0%	4	10,125	0.0%	4
ZMinimum Distribution	104,754	0.3%	53	145,215	0.3%	59
Total Periodic Payments:	5,253,675	14.5%	2,395	5,220,454	11.9%	2,385
	36,135,961	100.0%	3,718	43,967,602	100.0%	3,758

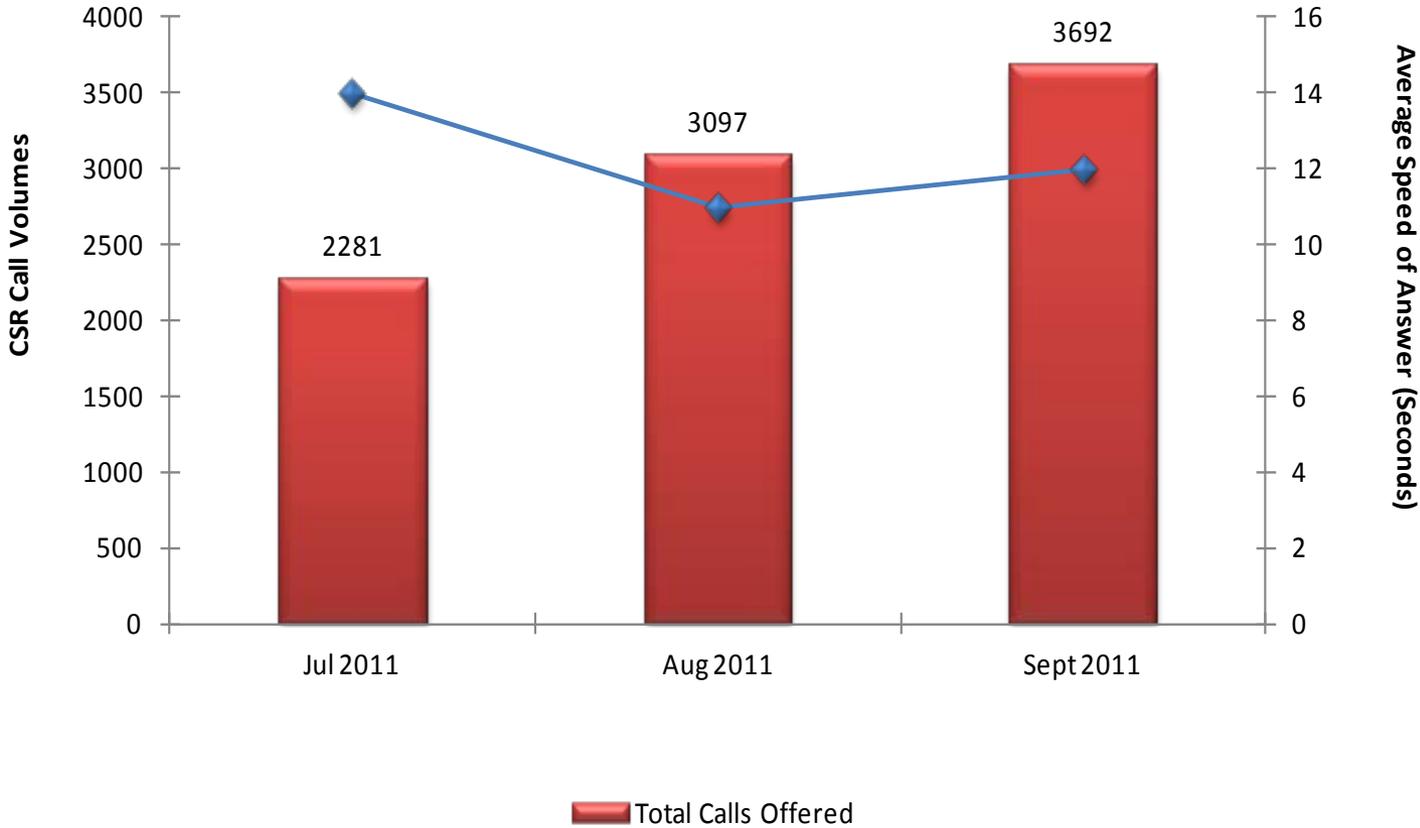
"X", "Y" and "Z" unique processing codes for DCP

Participant Services

Participant Services Usage – Transactions

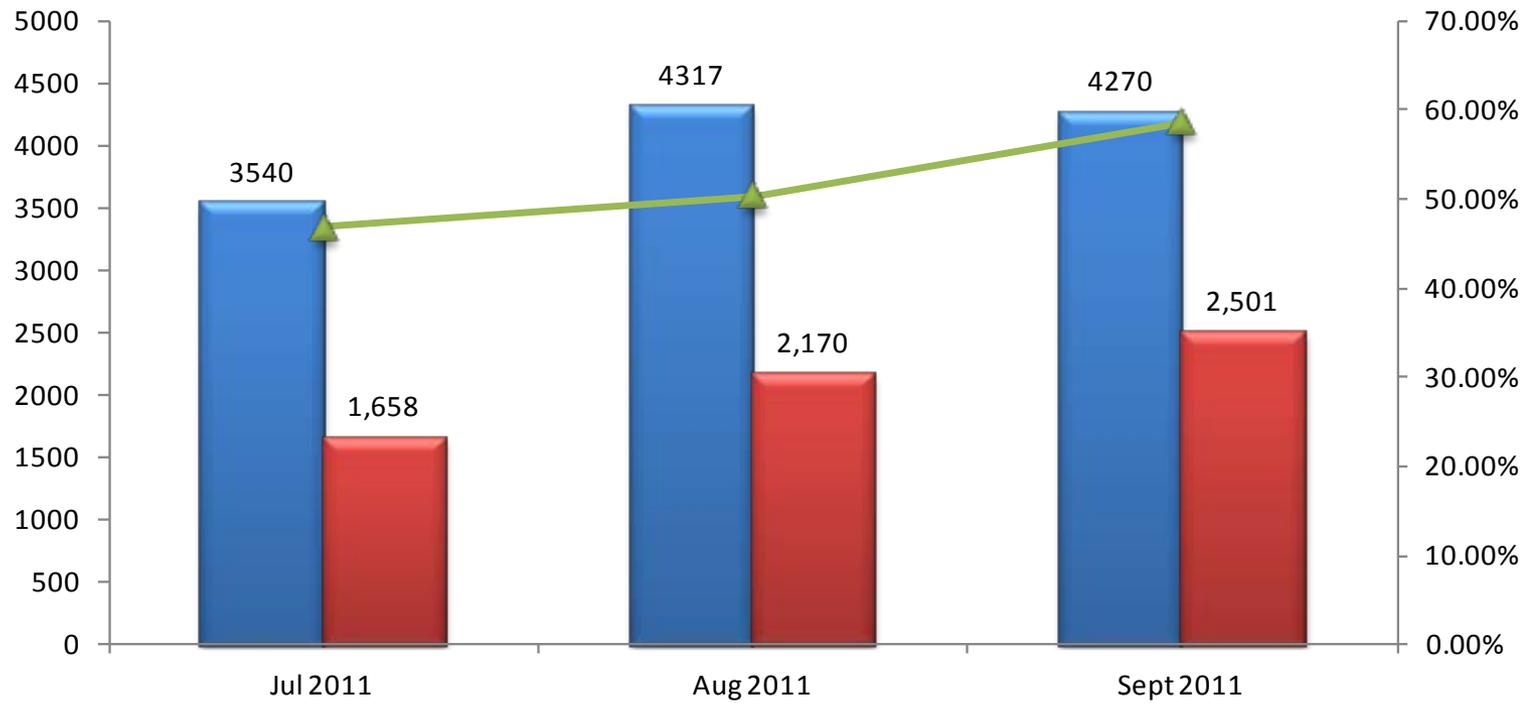
KeyTalk/CSR/Web
Transactions





Performance Measurement: 90% of calls answered in 30 seconds or less

Monthly KeyTalk calls & rolls to CSR



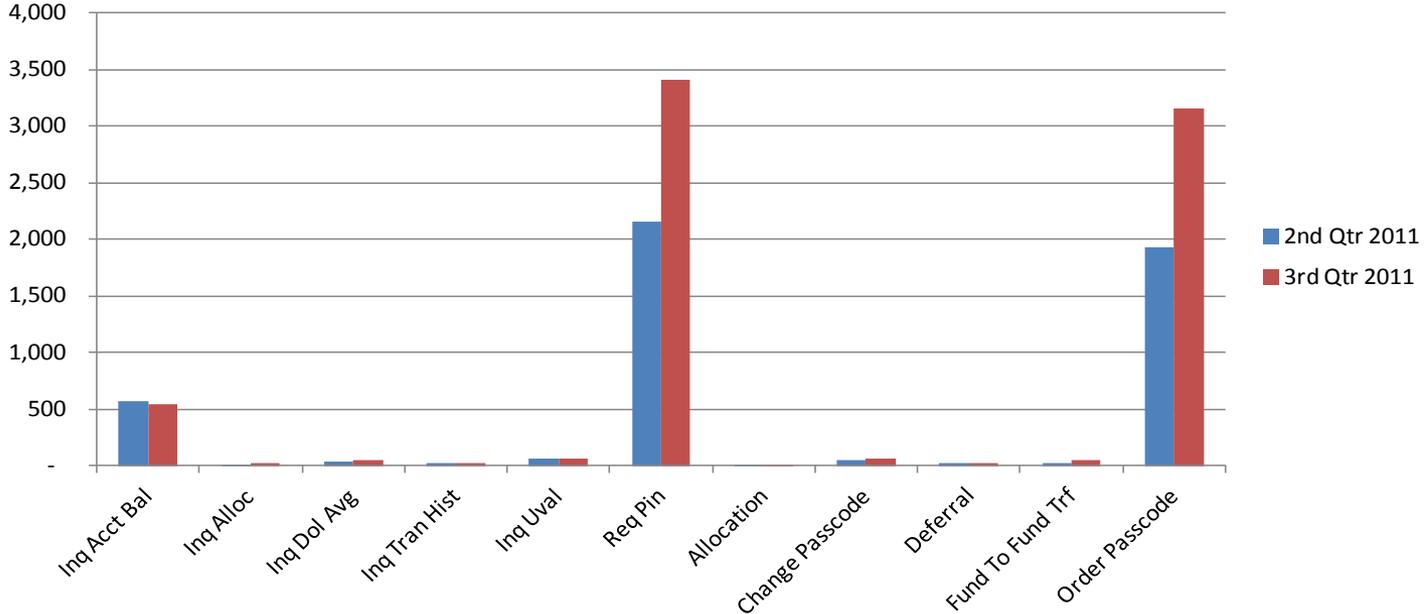
Performance Measurement: Record keeper must verbally notify DCP if downtime exceeds 15 minutes per week with written explanation within 3 business days. 100% availability for 3rd quarter, except for regularly scheduled maintenance.

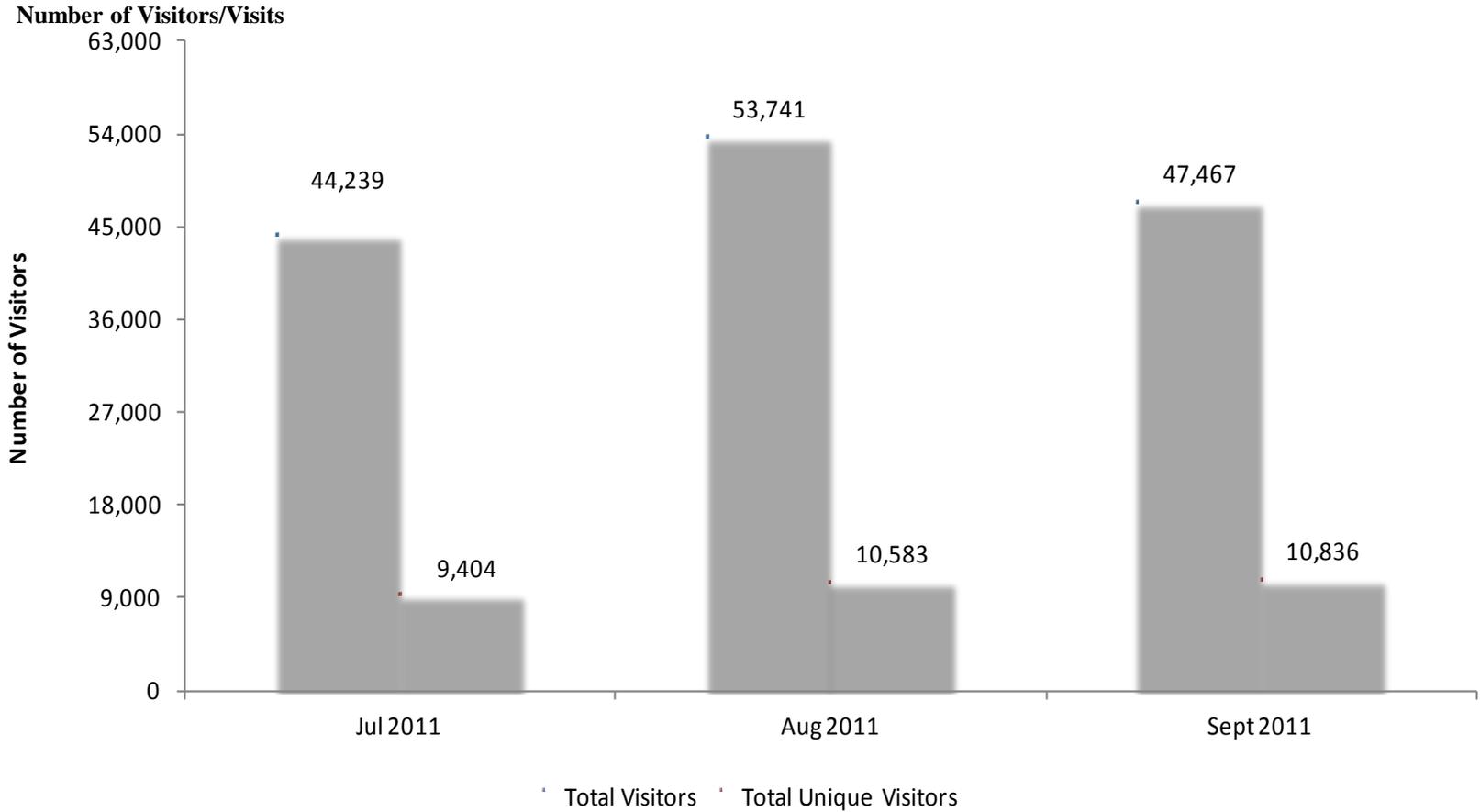
KeyTalk® Statistics – Combined



Category	Plan Totals			
	4/1/2011 to 6/30/2011		7/1/2011 to 9/30/2011	
	Total	Pct	Total	Pct
Inq Acct Bal	564	11.6%	537	7.3%
Inq Alloc	16	0.3%	26	0.4%
Inq Dol Avg	36	0.7%	43	0.6%
Inq Tran Hist	18	0.4%	28	0.4%
Inq Uval	60	1.2%	67	0.9%
Req Pin	2,152	44.1%	3,404	46.0%
Allocation	6	0.1%	10	0.1%
Change Passcode	52	1.1%	68	0.9%
Deferral	22	0.5%	19	0.3%
Fund To Fund Trf	28	0.6%	43	0.6%
Order Passcode	1,927	39.5%	3,153	42.6%
GRAND TOTAL	4,881	100.0%	7,398	100.0%

TOTAL CALLS	10,032	12,127
# OF CALLS ROLLED TO CSR	4,267	6,329
PCT TRANSFERRED TO CSR	42.5%	52.2%



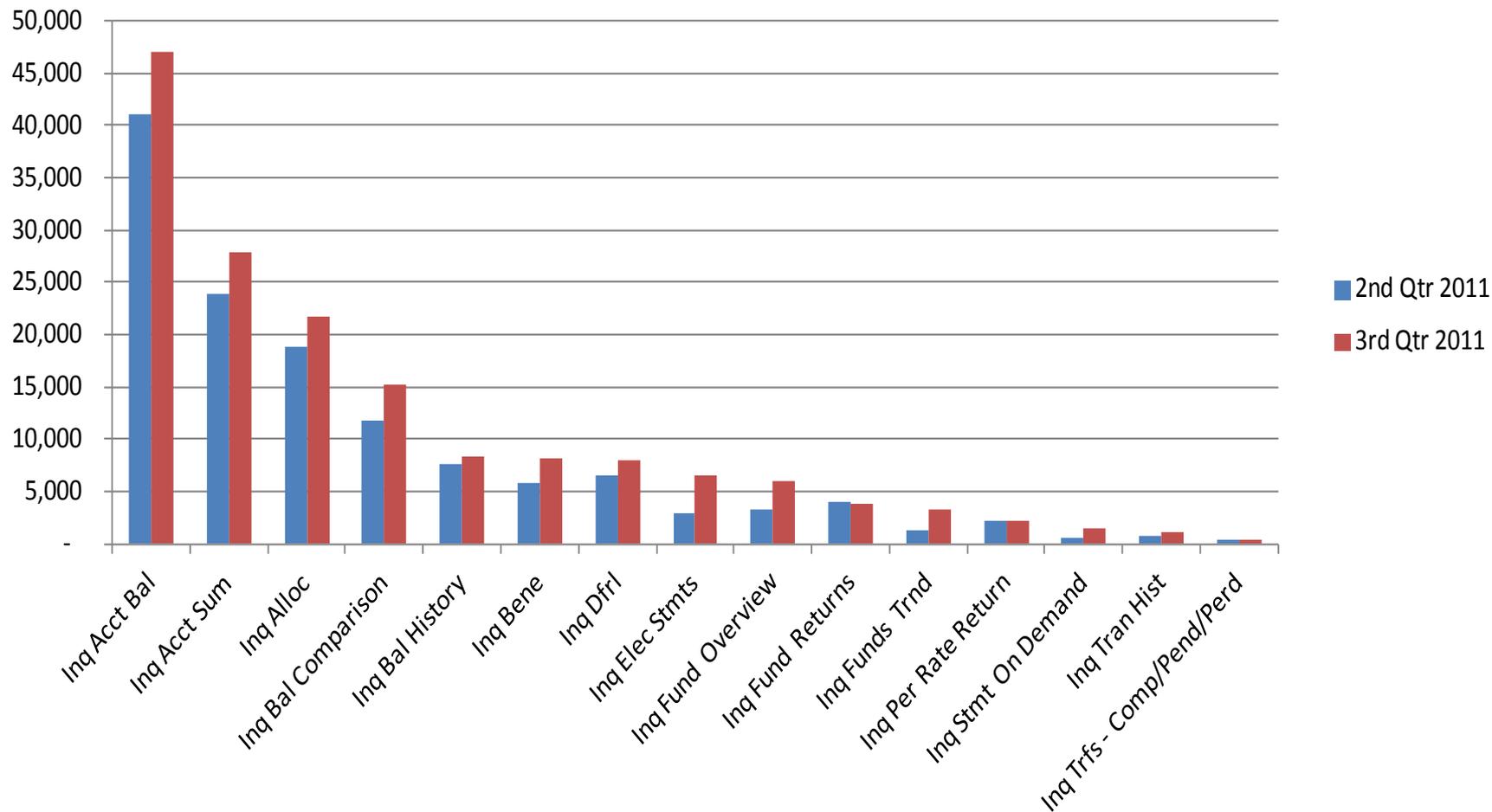


Performance Measurement: Record keeper must verbally notify DCP if downtime exceeds 15 minutes per week with written explanation within 3 business days. 100% availability for 3rd quarter, except for regularly scheduled maintenance.

Internet Statistics – Combined

Category	Plan Totals			
	4/1/2011 to 6/30/2011		7/1/2011 to 9/30/2011	
	Total	Pct	Total	Pct
Inq Acct Bal	40,997	17.9%	47,034	16.8%
Inq Acct Sum	23,862	10.4%	27,847	10.0%
Inq Alloc	3,347	1.5%	5,049	1.8%
Inq Bal Comparison	6,550	2.9%	7,989	2.9%
Inq Bal History	6,258	2.7%	7,912	2.8%
Inq Bene	2,524	1.1%	2,712	1.0%
Inq Dfrl	3,905	1.7%	3,792	1.4%
Inq Elec Stmt	7,607	3.3%	8,349	3.0%
Inq Fund Overview	7	0.0%	46	0.0%
Inq Fund Returns	5,846	2.5%	8,072	2.9%
Inq Funds Trnd	11,830	5.2%	15,269	5.5%
Inq Per Rate Return	18,777	8.2%	21,764	7.8%
Inq Stmt On Demand	13,984	6.1%	16,763	6.0%
Inq Tran Hist	50,099	21.8%	56,486	20.2%
Inq Trfs - Comp/Pend/Perd	3,365	1.5%	5,940	2.1%
Inq Uval	14,681	6.4%	19,654	7.0%
Inquire Address	2,337	1.0%	2,766	1.0%
Transaction Downloads	2,163	0.9%	2,109	0.8%
Allocation	1,278	0.6%	3,339	1.2%
Change Passcode	2,114	0.9%	3,067	1.1%
Deferral	1,478	0.6%	1,409	0.5%
Email Address	420	0.2%	434	0.2%
Fund To Fund Trf	2,995	1.3%	6,508	2.3%
Indic Data	1	0.0%	-	0.0%
Order Passcode	685	0.3%	1,022	0.4%
Rebalancer	574	0.3%	1,373	0.5%
Registration	1,772	0.8%	2,495	0.9%
GRAND TOTAL	229,456	100.0%	279,200	100.0%
TOTAL LOGINS	133,264		145,447	

Internet Statistics – Combined



DCP/JRA Fund Transition

Fund Lineup Changes



4 new fund options added 9/24/2011

- Emerging Market Equity Index
- US Small Cap Value Equity Index
- Global Equity Index
- US Large Cap Equity Index

6 fund options discontinued 10/28/2011

- US Stock Market Index
- Active US Value Stock
- Active US Core Stock
- Fidelity Growth Company
- US Small Stock Index
- International Stock

Remaining balances and future contribution allocations transferred to Retirement Strategy Funds 10/28/2011

- Approximately \$657 million
- Approximately 25,203 member accounts
- Transaction completed 10:00pm PT, 10/28/2011
- Reconciliation complete and member access restored 9:15am PT, 10/29/2011

- WASHINGTON STATE -
DEFERRED COMPENSATION PROGRAM

DISCOVER THE SMART,
EASY WAY TO SAVE



Thank You!

Washington State Deferred Compensation Program