

1. Participant Information

Last	First Name	MI	Social Security Number		
Name Address - Number & Street			E-Mail Address		
City	State	Zip Code	Female	Male	
Home Phone	Work Phone		Mo	Day	Year
State (Department Name)	UT	TBR (Campus Name)	Date of Birth		Date of Hire
Do you have a retirement savings account with a previous employer or an IRA?			Yes	No	
			Local Government		

2. Choose Your Beneficiary

List beneficiary(ies) below. If you are participating in both plans, the below beneficiary elections will apply to both plans, unless you complete separate beneficiary change forms.

Designated percentages must be whole numbers and must add up to 100% for primary and 100% for contingent beneficiaries.

Primary Beneficiary Name(s)	Relationship	Social Security Number	Date of Birth	Designate Whole Percentage
				%
				%
				%
Contingent Beneficiary Name(s)	Relationship	Social Security Number	Date of Birth	Designate Whole Percentage
				%
				%
				%

Plan Beneficiary Designation

Subject to and in accordance with the terms of the Plans, I am making the above beneficiary designations for my vested account(s) in the event of my death. If I have more than one primary beneficiary, the account(s) will be divided as specified. If a primary beneficiary predeceases me, his or her benefit will be allocated to the surviving primary beneficiaries. Contingent beneficiaries will receive a benefit only if there is no surviving primary beneficiary, as specified. If a contingent beneficiary predeceases me, his or her benefit will be allocated to the surviving contingent beneficiaries. If I fail to designate beneficiaries or if all of the above beneficiaries predecease me, amounts will be paid first to my surviving spouse, and if there is none, to my estate. This designation is effective at the time it is recorded to my account by the State's record keeper, which is currently Empower Retirement Services. If any information is missing, additional information may be required prior to recording my beneficiary designation. This designation supersedes all prior designations. Beneficiaries will share equally if percentages are not provided and any amounts unpaid upon death will be divided equally. Primary and contingent beneficiaries must separately total 100% in whole percentages. If I designated a minor beneficiary, I also noted above the name of the guardian or parent, if other than myself. Designated ROTH, 401(k) and 457 deferrals are subject to different distribution limits. I understand that I may change my beneficiary designation at any time by filing a Beneficiary Change Form with the State's record keeper.

3. Plan and Contribution Election

I elect to enroll and participate in the following plan(s) and authorize my employer to deduct and defer the amounts shown per pay period. *Effective date must be at least 30 days after completion of this agreement.*

	<u>Dollar Amount</u>		<u>Percentage</u>
401(k) plan	Deduct \$	401(k) pre-tax from my gross pay, <u>per pay period.</u>	or %
401(k) plan ROTH	Deduct \$	401(k) designated Roth after-tax from my gross pay, <u>per pay period.</u>	or %
457(b) plan	Deduct \$	457(b) pre-tax from my gross pay, <u>per pay period.</u>	or %
	Total: \$	Total %	or %

Effective / / 20 *Note: Amounts must be between \$10.00 - \$18,000.00 or 1% - 100% per pay period of compensation; for those paid monthly, the minimum contribution per month is \$20.00 or 1%.*
 Month Day Year

Note: Your annual deferral cannot exceed the lesser of 100% of your eligible compensation or \$18,000 per plan for the 2016 calendar year. State and Higher Education employees may enroll in both plans. If you are employed with a Political Subdivision, you may enroll in both plans if the Political Subdivision has elected to offer you both plans. 401(k) Plan deferrals of State employees may be eligible for an employer match, subject to annual appropriation.

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4. Investment Option Information*(Choose from Sections A, B or C)***A. Enroll me in the Default Fund, which is an age, based Target Date Fund.**

Investment Option: By selecting this option, my contributions will be allocated to the Plan's default investment fund without additional action by me. If I wish to contribute to any of the investment options of the Plan other than the default fund, I understand that I must complete Part B of the Participant Enrollment Form or Part C and enroll in Managed Accounts. The Plan has selected a TARGET DATE portfolio of funds as its default investment fund. Until such time as you choose investment options for your Plan account, your contributions will be invested in the fund within the Target Date portfolio that most closely corresponds to certain factors in your profile. For more information, please contact your Empower Representative. I acknowledge that information about Plan investment options, including prospectuses, disclosure documents and Fund Data sheets are available to me through the Empower website (www.gwrs.com) or Plan Web site (www.treasury.tn.gov/dc/). I understand the risks of investing and that all payments and account values may not be guaranteed and may fluctuate in value.

B. I prefer to choose my own fund line up as follows.

	<u>401(k)</u>	<u>457(b)</u>	<u>Select Investment Options</u>	<u>Code</u>
<u>International</u>	%	%	DFA International Value Fund I	DFIVX
	%	%	Fidelity International Discovery Fund	FIGRX
<u>Small Cap</u>	%	%	Brown Capital Management Small Company Fund	BCSIX
	%	%	Invesco Van Campen Small Cap Growth Fund *	INGMSC
<u>Mid Cap</u>	%	%	Janus Enterprise Fund	JDMNX
	%	%	Columbia Midcap Value Z *	INGCMC
<u>Large Cap</u>	%	%	Allianz NFJ Large Cap Institutional *	INGALG
	%	%	Fidelity Contra Fund	FD-CNT
	%	%	Fidelity OTC Portfolio	FD-OTC
	%	%	Vanguard Institutional Index Fund	VINIX
<u>Balance</u>	%	%	Fidelity Puritan Fund	FD-PUR
	%	%	Tennessee Treasury Managed Fund	TN-TMF
<u>Bond</u>	%	%	Vanguard Total Bond Market Index	VBTIX
	%	%	Western Asset Core Plus Bond IS	WAPSX
<u>Fixed</u>	%	%	Voya Fixed Account	AEF-FX
	%	%	Nationwide Bank	TN-NBA
<u>Vanguard Target Date Funds</u>	%	%	Vanguard Target Retirement 2010	VIRTX
	%	%	Vanguard Target Retirement 2015	VITVX
	%	%	Vanguard Target Retirement 2020	VITWX
	%	%	Vanguard Target Retirement 2025	VRIVX
	%	%	Vanguard Target Retirement 2030	VITWX
	%	%	Vanguard Target Retirement 2035	VITFX
	%	%	Vanguard Target Retirement 2040	VIRSX
	%	%	Vanguard Target Retirement 2045	VITLX
	%	%	Vanguard Target Retirement 2050	VTRLX
	%	%	Vanguard Target Retirement 2055	VIVLX
	%	%	Vanguard Target Retirement 2060	VILVX
	%	%	Vanguard Retirement Income	VBTIX
			Total	

Percentages must be whole numbers and columns must add up to 100%

* Indicates separate account funds offered through Voya.

C. Enroll me in Managed Accounts.

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5. Participant Agreement

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 understand that I have the right to direct the investment of my account and that I can change my investment allocation from the Plan's default fund at any time by logging on to my account at www.treasury.tn.gov/dc or by calling KeyTalk at 1-800-922-7772. A personal identification number (PIN) that will give me access to my account via the Web or phone will be mailed to me soon after my application is processed. I acknowledge that I am responsible for keeping the assigned PIN confidential and that I must notify Empower if I suspect unauthorized use.

I have received a copy of the Deferred Compensation Plan Document and understand the terms and provisions thereof.

The Plan Document is incorporated into this Participation Agreement and that these together constitute my entire rights and obligations under the Plan. This form is a legally binding contract. I understand that by signing and submitting this Participant Enrollment form for processing that I am requesting to have investment options established under the Plan(s) as specified on this form. I understand that this account is subject to the terms of the Plan Document.

Account balances shall only be distributed under the terms of the Plan Document, which prohibit any payouts as long as I continue in employment with the State or a participating Political Subdivision except in the case of financial hardship as defined by applicable 401(k) plan regulations or at age 59 1/2. Special penalty and limitations may apply to 401(k) distributions and designated Roth 401(k) deferrals. Limits on 457 hardships are more restrictive than 401(k). Requirements vary by plan.

I understand that the maximum annual limit on contributions is determined under the Plan Document and/or the Internal Revenue Code. I understand that it is my responsibility to monitor my total annual limit on contributions to ensure that I do not exceed the amount permitted. If I exceed the contribution limit, I assume sole liability for any tax, penalty, or cost that may be incurred. I understand that Federal income tax is deferred on allowable pre-tax contributions and the earnings thereon until such amounts are distributed. I understand that Roth 401(k) contributions, earnings, and distributions are treated differently.

I understand that in the event my Participant Enrollment form is incomplete, or it is not received by Empower in Nashville, Tennessee prior to the receipt of any deposits, I consent to Empower retaining all monies received and allocating them to the default investment option, which is selected by my Plan. I understand that once my account has been established, I can transfer monies from the default investment option by logging onto my account at www.treasury.tn.gov/dc or by calling KeyTalk at 1-800-922-7772. Also, I understand that all contributions received after my account is established will be applied to the investment options I selected. I also understand that it is my obligation to review my confirmations and quarterly statements and inform Empower of any discrepancies or errors within 90 calendar days of the date of such confirmation or statement.

401(k) and 403(b) share a single contribution limit of \$18,000 for 2016. I understand that I am responsible for any excess contributions and taxes thereon.

I understand that fees may apply under the Plan(s) I selected above. The fees vary by fund and are on the Plan's Web site (www.treasury.tn.gov/dc/).

Required Signature- I have completed, understand, and agree to all pages of this participant enrollment form.

Participant Signature:

Date:

For more information regarding the 401(k) and 457 plans, visit: www.tn.gov/treasury/dc or call Empower Retirement Services at 1-800-922-7772, Option 2

Send Completed Forms to:

Empower Retirement Services
545 Mainstream Drive
Suite #407
Nashville, TN 37228
Fax 615-256-5280