GREAT-WEST SECUREFOUNDATION® SMART FUTURE

A Smarter Combination. A More Secure Future.

Consumer Brochure







Great-West SecureFoundation® Smart Future

A combination of growth potential and retirement income protection at a low cost.¹

No one can predict the future. So it's good to know you don't have to choose between growth and retirement income protection. Great-West SecureFoundation® Smart Future provides an innovative approach that can help put both sides of your financial equation in balance.

It all begins when you fund your Great-West SecureFoundation® Balanced ETF Fund issued by Great-West Funds, Inc.², which serves as the vehicle for allocating your assets before and during the time you plan to receive retirement income payments. This, along with the Great-West SecureFoundation® guaranteed income benefit ("Guarantee") issued by Great-West Life & Annuity Insurance Company (GWL&A), seeks to address some of your most pressing "what if ...?" concerns. This is GWL&A's promise to pay subject to the terms and conditions of the annuity and the claims-paying ability of GWL&A.

Stay invested, stay balanced, stay diversified.

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information, you may obtain fund and guarantee prospectuses from your registered representative. Read them carefully before investing.

Please remember that your investment choice is limited to the Great-West SecureFoundation® Balanced ETF Fund.

¹ Compared to other variable annuities with Guaranteed Lifetime Withdrawal Benefits (GLWBs). Source: IRI Annuity Fact Book, "Fees Associated with GLWB and GMIB," April 2013.

² The principal underwriter of Great-West Funds, Inc., is its affiliate GWFS Equities, Inc., Member FINRA/SIPC. The Great-West SecureFoundation® ETF Fund is not an Exchange Traded Fund (ETF), instead it is an asset allocation fund that invests in underlying ETFs which are typically open-end investment companies or unit investment trusts. This Fund is managed by Great-West Capital Management, LLC (GWCM) and invests primarily in exchange-traded funds (ETFs) managed by The Vanguard Group, Inc. The Vanguard Group, Inc. is not affiliated with Great-West Funds, Inc., Great-West Capital Management, LLC, or their affiliates.

A smarter combination

Great-West SecureFoundation® Smart Future simplifies the equation—to help make your choices easier

It's a strategy for planning your financial future, and it refines the traditional approach to retirement saving by consolidating these key advantages:

Growth potential

A balanced mutual fund—managed by Great-West Capital Management, LLC—includes a diversified mix of low-cost Exchange Traded Funds (ETFs) from providers like Vanguard® as it seeks long-term growth.

Downside protection

Stay invested in equities, knowing that your future retirement income payments will never be reduced due to declines in the market.³ **Excess Withdrawals**, however, can deplete the **Covered Fund Value**⁴ and affect your potential retirement income payments.

Dependable Retirement income payments for life

It's regular retirement income you can rely on throughout your lifetime—with a payment guarantee provided by GWL&A.

A cost-efficient alternative

With GWL&A, you'll pay no hidden fees—just a price that reflects the value you place on financial readiness for you and your family.

= A more secure future

³ The Great-West SecureFoundation® guaranteed income benefit does not guarantee the investment performance of the Great-West SecureFoundation® Balanced® ETF Fund. Its guaranteed income benefit is subject to the claims-paying ability of GWL&A. Neither Great-West Funds, Inc. nor Great-West Capital Management, LLC is responsible for any payments under Great-West SecureFoundation's guaranteed income benefit.

⁴ The Covered Fund Value is the value of your shares of the Great-West SecureFoundation® Balanced ETF Fund. This and other bold terms are further defined in the Definitions section of this brochure.

When you ask "what if...?" there's now an answer

You've worked hard for your paycheck throughout your entire career, so you deserve the opportunity to ensure that you'll have guaranteed income throughout retirement. Great-West SecureFoundation® Smart Future is a retirement strategy that consists of the Great-West SecureFoundation® Balanced ETF Fund along with the Great-West SecureFoundation® guarantee that lays the groundwork for this goal.

Growth potential

- Benefit when the market goes up. The Great-West SecureFoundation® guarantee lets you build assets by locking in any gains on your Benefit Base on the anniversary date (Step-Up/Ratchet date) to a higher value—and may ultimately increase your future retirement income payments.⁵
- Protect your Benefit Base in down markets. Once your Benefit Base is locked in, your Guaranteed Annual Withdrawal (GAW) amount can never be reduced due to declines in the stock or bond markets.^{6,7}

Retirement income protection

- Lock in your Benefit Base and protect your retirement income level, which is backed by the commitment of an established, financially strong insurance company.
- Guard your purchasing power with a GAW amount that may be adjusted based upon the 10-Year Treasury Yield that can increase your retirement income to help offset the effects of inflation

⁶ Excess Withdrawals can deplete the Covered Fund Value and affect your potential GAW amount.

⁷ The GAW amount is the amount on which your guaranteed retirement income level is based.

The latest innovation that may help protect your retirement income.

A different approach to traditional retirement strategies

When you're focused on securing income for a long retirement, it's easy to ignore your need for long-term growth—because that generally means investing in the stock market.

Great-West SecureFoundation® Smart Future lets you participate in potential gains in the equity and bond markets, as well as take advantage of an insurance benefit that can give you a guaranteed retirement income stream for life.

The growth potential of a mutual fund that invests in ETFs from providers like Vanguard® along with the promise of retirement income payments for life will work together to complement one another in important ways.

AN INNOVATIVE, LOW-COST⁸ APPROACH

A TRADITIONAL, TIME-TESTED STRATEGY

Growth potential from a mutual fund that invests in ETFs

Steady retirement income payments guaranteed for life

Mutual fund-of-funds structure allows for market participation in a highly cost-efficient manner ⁹	Lifetime retirement income payments can provide you with a retirement income stream throughout retirement ¹⁰
An approximate 60/40 mix of stock and bond investments is maintained to stay in the equity markets and remain diversified over time ¹⁰	Retirement income payments continue for as long as you live—even after the full Covered Fund Value has been paid out ¹¹
A balanced mutual fund invests in ETFs that track major market indexes	A floating-rate design may adjust with the 10-Year Treasury Yield in an effort to ensure your retirement income level keeps pace with inflation
You retain access to the full value of your fund at any time—with no redemption charges ⁶	The retirement income guarantee is backed by the claims-paying ability of GWL&A.
Great-West SecureFoundation® Balanced ETF Fund	Great-West SecureFoundation® guarantee

⁸ Compared to other variable annuities with Guaranteed Lifetime Withdrawal Benefits (GLWBs). Source: IRI Annuity Fact Book, "Fees Associated with GLWB and GMIB," April 2013.

⁹ The Great-West SecureFoundation® Balanced ETF Fund is subject to the risks of the ETFs in which it invests. To the extent the fund invests more of its assets in one ETF than another, the fund will have greater exposure to the risks of that ETF. The ETFs invest in domestic stocks and bonds and foreign stocks. 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. Foreign investments involve special risks, including currency fluctuations and political developments. 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. For more information, please refer to the fund prospectus.

¹⁰ Diversification of an investment portfolio does not ensure a profit and does not protect against loss in declining markets.

¹¹ The mutual fund may perform well enough that you may not need the Guarantee. If you liquidate your account before retirement income payments begin, GWL&A will not make lifetime retirement income payments.

What if ... the market goes up?

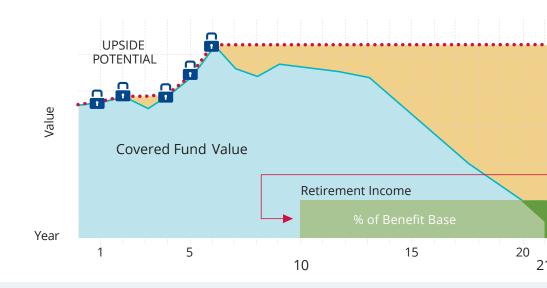
Built-in Protection

Your initial contribution to the Great-West SecureFoundation® Balanced ETF Fund (minimum of \$10,000) establishes your Benefit Base under your Great-West SecureFoundation® guarantee, which is the figure used to calculate your GAW. Your GAW is guaranteed for your lifetime or the lifetime of you and your spouse if joint covered persons are elected.¹² Over time, the performance of the ETFs in the balanced mutual fund may result in an increase in the Covered Fund Value of your Great-West SecureFoundation® Balanced ETF Fund.

Innovation—but not at the cost of protection

When you decide to start taking withdrawals, we will determine your GAW amount. As long as your systematic withdrawals for a year never exceed your GAW amount, GWL&A will guarantee that level of income

for your lifetime¹³, even if the value of your Great-West SecureFoundation[®] Balanced ETF Fund decreases or if GAWs deplete your Covered Fund Value to zero.



How it works

Great-West SecureFoundation® Balanced ETF Fund invests in cost-effective ETFs from providers such as Vanguard® to achieve two important goals:

- Through a mix of underlying stock and bond investments, it lets you participate in periods of strong market performance, potentially increasing your Benefit Base on which your future retirement income benefit will be based.
- On each anniversary date of your initial contribution, your Benefit Base will be increased if your Covered Fund Value exceeds the prior Benefit Base. Your Covered Fund Value is the value of the assets in the Great-West SecureFoundation® Balanced ETF Fund.

Participation in stock and bond markets comes from the fund's investments in ETFs that seek to track the performance of five stock indexes, including the Russell 2000® Index and the S&P 500® Index, and one bond index.¹⁴

- 12 Excess Withdrawals can deplete the Covered Fund Value and affect your potential GAW amount.
- 13 The Benefit Base is used to calculate your GAW amount and has no monetary value.

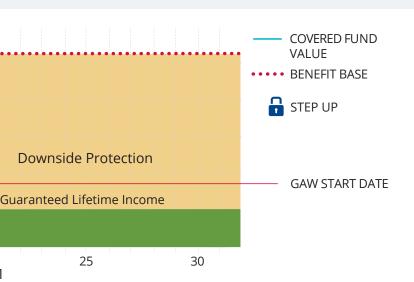
¹⁴ S&P 500® Index is a registered trademark of Standard & Poor's Financial Services LLC, and is an unmanaged index considered indicative of the domestic Large-Cap equity market. The Russell 2000® is an index of about 2,000 small U.S. companies. Both indexes are unmanaged, market-weighted indexes. An investment cannot be made directly into a benchmark index.

What if ... the market goes down?

Retirement Income that's always there for you

Consider this: If your Covered Fund Value reaches zero due to withdrawals up to the GAW amount, GWL&A will continue to provide the same retirement income for the rest of your life.

Keep in mind that there is a risk that you might not begin your GAW at the most beneficial time. As you age, it becomes less likely that you will take enough withdrawals to run out of money. We have developed age-adjustment factors so that you get more retirement income if you wait longer to start taking withdrawals. Additionally, you may not live long enough to receive payments that reduce the Covered Fund Value to zero or receive enough income to exceed the amount of fees paid.



The chart shown on both pages here is for illustrative purposes only. It is intended to show a hypothetical depiction of how to Step-Up your Benefit Base and lock in your Covered Fund Value gains if the market is up. In year 10, the income payments begin. In year 21, the value of the mutual fund decreases due to poor market performance or withdrawals, and a guaranteed income stream remains for life.

How it works

With the Great-West SecureFoundation® guarantee, your retirement income guarantee is protected from market volatility and periods of negative investment returns. So whether the market goes up or down, your lifetime retirement income payments are protected as well:

- Your GAW amount is based on your Benefit Base. It cannot be adjusted downward simply because the
- Covered Fund Value decreases due to poor market performance.
- You will receive a set amount of retirement income, regardless of market performance, as long as your withdrawals do not exceed your GAWs.

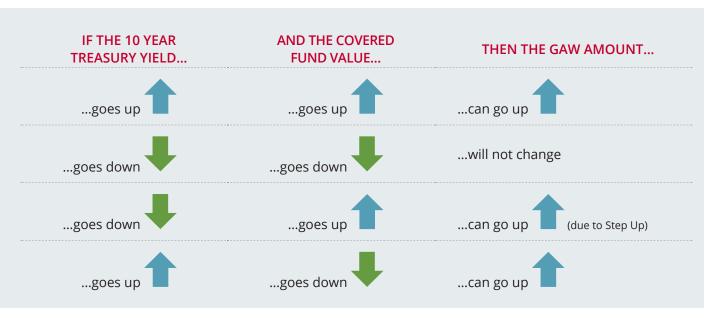
What if...inflation heats up?

Though the rate of inflation can be relatively low for long periods, most of us have accepted rising prices as a fact of life. Historically, inflationary trends have persisted over time, gradually eroding the purchasing power of each dollar you save.

To protect your future, choose income with staying power.

Fortunately, Great-West SecureFoundation® Smart Future provides an innovative approach that may help you fight back against inflation.

- The GAW associated with the Great-West SecureFoundation® guarantee can adjust upward with increases in the 10-Year Treasury Yield if it would result in a larger GAW for you. Essentially, if the 10-Year Treasury Yield goes up, your annual withdrawals can go up—creating a potential hedge against inflation that is often seen in a rising rate environment. On the other
- hand, if the 10-Year Treasury Yield goes down after your retirement income begins, your GAW will remain steady. It can never be reduced. Use the table below as a guide to understand which circumstances might cause your retirement income to increase.
- Because the 10-Year Treasury Yield has historically been an indicator of rising interest rates and a potential sign of rising prices, we use it as a yardstick in the resetting of your GAW percentage (along with an age/joint adjustment factor).



FOR ILLUSTRATIVE PURPOSES ONLY. This hypothetical illustration is not intended to represent actual performance or predict performance of the investment option.

Each year on the anniversary of when GAWs started, we compare the prior year's GAW amount to a calculation that uses the current Covered Fund Value and 10-Year Treasury Yield. If this calculation results in an increased GAW amount, then we will adjust your Benefit Base and GAW percentage accordingly.

The calculation won't always result in an increase to the GAW amount. In that case, we won't make any changes to the Benefit Base or GAW percentage and your retirement income level will stay the same as the prior year.

The promise of a company strong enough to provide retirement income for life.

Build confidence with professional stewardship of your personal goals

An insurance benefit that guarantees lifetime retirement income payments is the backbone of the Great-West SecureFoundation® guarantee, as it represents the promise that GWL&A will continue the payment of guaranteed

retirement income for as long as you live—even if your Covered Fund Value is fully depleted. It's a pledge backed by long-standing financial strength and income planning expertise.

Great-west LIFE & Annuity insurance company

GWL&A is a leader in providing a range of life insurance, annuities and group retirement savings plans and services. GWL&A is part of The Great-West Family of Companies, founded in 1891. GWL&A administers more than \$243.5 billion in assets as of December 31, 2013.

GWL&A is rated by the major ratings agencies for its financial strength and its ability to meet ongoing obligations to our policyholders.

Superior (A+)	A.M. Best Company, Inc. – Financial strength (Superior—highest of 10 categories)
Very Strong (AA)	Fitch Ratings – Financial strength (Very strong—second highest of nine categories)
Excellent (Aa3)	Moody's Investors Services – Financial strength (Excellent—second highest of nine categories)
Very Strong (AA)	Standard & Poor's Ratings Services – Financial strength (Very strong—second highest of nine categories)

Ratings are for Great-West Life & Annuity Insurance Company. They do not pertain to the investment performance of the underlying funds. The guarantee is not rated by any rating agency.

Financial strength is only part of the blueprint.

An established track record of investment expertise adds yet another dimension of strength to the team responsible for the management of the Great-West SecureFoundation® Balanced ETF Fund.

Great-West capital management, LLC

Great-West Capital Management, LLC (GWCM), the investment adviser to the Great-West SecureFoundation® Balanced ETF Fund, is a registered investment adviser and a wholly owned subsidiary of GWL&A. GWCM has nearly \$26 billion in assets as of December 31, 2013, and determines the appropriate allocation mix in the ETFs.

The Great-West SecureFoundation® Balanced ETF Fund invests in ETFs from providers such as Vanguard®. Vanguard® is a prominent money manager, known as both a skilled investment adviser and as a champion of low-cost investing. Launched in 1975, Vanguard® is now among the world's largest equity and fixed income managers, with more than \$2.5 trillion in assets under management (as of December 31, 2013).

Great-West SecureFoundation® Smart Future definitions.

10-Year Treasury Yield:

The U.S. Treasury 10-Year Yield as of the end of the last business day of the previous week as reported by the United States Department of Treasury.

Benefit Base:

Used to calculate your GAW amount and Guarantee Benefit Fee. The Benefit Base has no monetary value.

Covered Fund Value:

The value of your shares of the Great-West SecureFoundation® Balanced ETF Fund.

Excess Withdrawal:

Any withdrawal that causes all withdrawals in a year to exceed the GAW amount.

Guaranteed Annual Withdrawal (GAW):

Annual withdrawal amount that is guaranteed for your lifetime, or the lifetime of you and your spouse if joint covered persons are elected.¹⁵

GAW Percentage:

Initially determined by multiplying the 10-Year Treasury Yield by appropriate factors when withdrawals begin.

· Adjustment factors for single life withdrawals:

AGE AT WITHDRAWAL START	ADJUSTMENT FACTOR	GAW % MINIMUM	GAW % MAXIMUM
59.5-64	0.7	3.0%	5.6%
65-69	1.0	4.0%	8.0%
70-74	1.1	4.5%	8.3%
75+	1.2	5.0%	8.5%

[•] Adjustment factor for joint covered persons: First determine the single life GAW percentage based on the younger of the two lives subject to the appropriate minimum and maximum, then multiply by 0.90.

Interest Rate Reset:

Each year on the anniversary date, the 10-Year Treasury Yield will be checked to determine if you will have an increase in your GAW amount. Any Covered Fund Value exceeding \$5 million will not be considered when calculating the Interest Rate Reset.

Step Up (also known as "Ratchet"):

An increase in the Benefit Base if the Covered Fund Value exceeds the prior Benefit Base.

For more detailed information regarding these features and their associated risks, please obtain a fund and Guarantee prospectus from your registered representative. Please read them both carefully before investing.

OWNER'S GUIDE—Great-West SecureFoundation® Smart Future facts at a glance

Maximum Issue Age	Initial purchases of shares of the Covered Fund are not permitted after the age of 85.			
	A fund-of-funds managed by GWCM that is balanced between participation in stock and bond markets and diversified across several indexes, such as:			
Great-West SecureFoundation® Balanced ETF Fund	 Vanguard S&P 500 ETF 	 Vanguard MSCI EAFE ETF 		
	 Vanguard S&P Mid-Cap 400 ETF 	 Vanguard MSCI Emerging Markets ETF 		
	Vanguard Russell 2000 ETF	Vanguard Total Bond Market ETF		
A-Share, Front-End Sales Load: Great-West SecureFoundation Balanced ETF Fund	5.00%			
Annual Expense Ratio: Great-West SecureFoundation® Balanced ETF Fund	0.62 % Class A			
Guarantee Benefit Fee	The amount of the Guarantee Benefit Fee will not be higher than 1.50% or lower than 0.70% of the Benefit Base. Currently, the Guarantee Benefit Fee is 1.00% of the Benefit Base. The fee is charged on the Benefit Base up to \$5 million.* Because the covered fund is offered by an affiliate of GWL&A, GWL&A may benefit indirectly from the charges imposed by the covered fund.			
	Equals the initial contribution to Gr Fund, which must be at least \$10,00	eat-West SecureFoundation® Balanced ETF 00.		
Initial Benefit Base and Additional Contributions	Additional contributions to the Great-West SecureFoundation® Balanced ETF Fund must be at least \$500 and can only be made until the start of GAWs and as long as no withdrawals or transfers out of the fund have been made in the past 90 days.			
	Two ways:			
Opportunities to Increase Future Retirement Income Potential Before	1) Additional contributions – Increas	1) Additional contributions – Increase Benefit Base dollar-for-dollar.		
Starting Withdrawals	2) Step Up – If Covered Fund Value is higher than Benefit Base on the anniversary date, Benefit Base will be "stepped up" to the Covered Fund Value.			

^{*} We reserve the right to increase the Guarantee Benefit Fee at any time upon 30 days' written notice to you. If we increase the Guarantee Benefit Fee, then depending upon how long you live you may not receive enough income to exceed the amount of total fees paid. We may increase the Guarantee Benefit Fee up to the maximum fee, 1.50% of your Benefit Base.

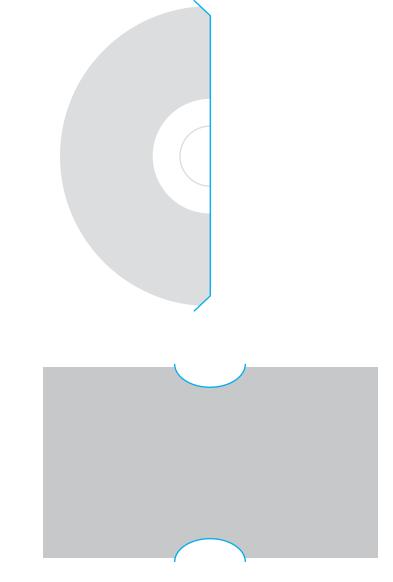
OWNER'S GUIDE—Great-West SecureFoundation® Smart Future facts at a glance (continued)

Guaranteed Annual Withdrawal (GAW) Amount	 The initial GAW amount is determined by multiplying your Benefit Base by your GAW percentage. Withdrawals initially come from your Covered Fund Value up to the GAW amount. When the Covered Fund Value is zero as a result of any permitted withdrawals, GWL&A will continue to make payments. These payments will not come from the covered fund.
GAW Percentage	Based on age and 10-Year Treasury Yield at the time GAWs start. Example: If a 65-year-old with a Benefit Base of \$150,000 starts taking withdrawals when the 10-Year Treasury Yield is 5.00%: 1) The GAW percentage will be 5.00%. 2) The GAW amount will be \$150,000 x 5.00% = \$7,500. The GAW percentage is subject to a minimum and maximum rate that depends on age. An adjustment factor is applied to the 10-Year Treasury Yield if GAWs start before age 65 or after age 69. If joint withdrawals are elected, your GAW will be less than if joint withdrawals are not elected. Please see the Definitions page of this brochure or the product prospectus for details on how your GAW percentage will be calculated.
Opportunities to Increase Retirement Income After Starting Withdrawals	 Two ways: Step Up – If Covered Fund Value is higher than prior Benefit Base on your anniversary date, the Benefit Base will "Step Up" to Covered Fund Value. Interest Rate Reset – Each year on your benefit anniversary date, we look at the 10-Year Treasury Yield and determine if you will have an increase in your withdrawal.
Impact of Withdrawals in Excess of the GAW Amount	Although permitted, Excess Withdrawals reduce the Benefit Base, Covered Fund Value and corresponding GAW amount.
Terminating the Benefit	A full withdrawal of the Covered Fund Value of the Great-West SecureFoundation® Balanced ETF Fund other than through GAWs will result in an automatic cancellation of the Guarantee. You may reapply after 90 days from the date of cancellation.

It starts with one smart decision—and leads to a Smart Future

- You can experience the freedom of remaining invested in the equity market regardless of market conditions.
- You'll have the flexibility of being able to take your money out without restrictive charges.
- Due to the floating-rate design, retirement income payments are based on Treasury Yields that have the potential to increase with inflation.
- You can be confident in the size, strength and stability of GWL&A.

Great-West SecureFoundation®
Smart Future...the smart choice for your retirement planning.



For more information, please visit www.securefoundationsmartfuture.com

The Certificate Contract is a novel and innovative instrument. While the Internal Revenue Service ("IRS") recently issued favorable private letter rulings ("PLRs") concerning products similar to the Certificate Contract issued by other insurance companies, these rulings are not binding on the IRS with respect to the Certificate Contract. Due to factual differences between the Certificate Contract and the products involved in the PLRs, and their non-precedential nature, the analysis and rulings in the PLRs may not reflect the IRS's current position with respect to the tax treatment of a Certificate Contract or the effect (if any) of the purchase of a Certificate Contract on the tax treatment of any transactions in your Account, or that a court will agree with our interpretations if the IRS challenges them. Please consult your own qualified tax advisor regarding the potential tax consequences of the Certificate Contract in your particular circumstances.

Unless otherwise noted: Not FDIC, NCUA/NCUSIF Insured | Not a Deposit | Not Guaranteed by Any Bank or Credit Union | Not Insured by Any Federal Government Agency | Funds May Lose Value | Not a Condition of Any Banking or Credit Union Activity

GWFS Equities, Inc. is the principal underwriter and distributor for the certificate and the Great-West SecureFoundation® Balanced ETF Fund. GWFS Equities, Inc., Member FINRA/SIPC, is a wholly owned subsidiary of Great-West Life & Annuity Insurance Company (GWL&A).

Great-West Financial® refers to products and services provided by GWL&A, Corporate Headquarters: Greenwood Village, CO, and its subsidiaries and affiliates, including Great-West Funds, Inc. and Great-West Capital Management, LLC.

MUST BE PRECEDED OR ACCOMPANIED BY CURRENT PROSPECTUSES FOR THE FUND AND THE GUARANTEE. The guaranteed income benefit is offered through a group fixed deferred annuity (or individual fixed deferred annuity in certain states) issued by GWL&A (Form GLWB-RBD series.) This annuity is not available in New York and may not be available in all states. Please check with a Great-West Financial representative for more information.

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