



Regular Mail to:
Great-West Life & Annuity Insurance Company
Attn: Annuity Administration
PO Box 173920
Denver, CO 80217-3920
(800) 905-1959

Overnight Mail to:
Great-West Life & Annuity Insurance Company
Attn: Annuity Administration
8515 E Orchard Road 8T2
Greenwood Village, CO 80111
(800) 905-1959

VARIFUND SYSTEMATIC WITHDRAWAL PRIVILEGE (SWP) AUTHORIZATION

Owner Name _____ Date: _____

Owner Social Security No. _____ Annuity Number _____

Owner Address:
 Street _____ City _____ State _____ Zip _____

Owner Phone Numbers:
 Daytime _____ Evening _____

PLEASE READ BEFORE COMPLETING THIS FORM - NOTE "I", "YOU" MEANS THE POLICYOWNER/TRUSTEE(S)

You may elect to withdraw a fixed-level amount from the sub-account(s) on a monthly, quarterly, semi-annual, or annual basis subject to the following:

1. While Surrender Charges are applicable, there must be a minimum of \$25,000 of premium in the Policy to begin the SWP program; no minimum is necessary when Surrender Charges are not applicable. (The company reserves the right to amend its administrative procedures.)
2. While Surrender Charges are applicable, each year you may withdraw: (a) up to 100% of investment earnings in the variable sub-accounts. At the time the SWP is processed; PLUS (b) up to 100% of interest in any guarantee period(s) of the Fixed Account at the time the SWP is processed; PLUS (c) up to 10% of premiums less than 7 policy years old. When no Surrender Charges are applicable: (d) entire policy value is available for SWP. Each minimum withdrawal amount must be at least \$250.
3. This privilege will terminate at the earliest of the date: (a) when the sub-account(s) or guarantee period(s) of the Fixed Account you specified for these withdrawals has no remaining amount to withdraw; or (b) the cash surrender value is reduced to \$2,000; or (c) you elect to pay premiums by pre-authorized check or elect the dollar-cost averaging privilege; or (d) we receive your written notice to end this authorization; or (e) we elect to discontinue this privilege upon 30 days written notice to you.
4. Use of Systematic Withdrawal during a policy year counts as your first 10% free withdrawal of current premiums under the "Surrender Charge" provision of the Prospectus. **Note: If applicable, Premium Tax, market value adjustment, or other fees may be deducted from each SWP payment.**

INSTRUCTIONS:

To initiate or modify an authorization, complete sections A, B, C, D, E and G below. To terminate an authorization, complete sections F and G. Please complete and sign below.

A. Please withdraw funds from Pro-rata Liquidation As designated below:

- | | | |
|---|---|---|
| _____ % Alger American LargeCap Growth Portfolio <input type="radio"/> | _____ % Fidelity VIP High Income Portfolio | _____ % Seligman VA Smaller Cap Value Class 2 |
| _____ % Alger American Capital Appreciation Portfolio <input type="radio"/> | _____ % Fidelity VIP II Index 500 Portfolio | _____ % Van Eck VIP Multi-Manager Alternatives Fund |
| _____ % Alger American MidCap Growth Portfolio <input type="radio"/> | _____ % Fidelity VIP II Investment Grade Bond | _____ % Van Eck VIP Emerging Markets Fund |
| _____ % Alger American SmallCap Growth <input type="radio"/> | _____ % Fidelity VIP Money Market Portfolio | _____ % Van Eck VIP Global Hard Assets Fund |
| _____ % Dreyfus VIF Appreciation Portfolio Init | _____ % Goldman Sachs VIT Core US Equity | _____ % Fixed Account (1yr) |
| _____ % Dreyfus VIF Growth & Income Init | _____ % Goldman Sachs VIT Capital Growth | _____ % Fixed Account (3yr) |
| _____ % Dreyfus Socially Responsible Growth Init | _____ % Goldman Sachs VIT Growth & Income | _____ % Fixed Account (5yr) |
| _____ % Fidelity VIP II Asset Manager Portfolio | _____ % NVIT Developing Markets II | _____ % Fixed Account (7yr) |
| _____ % Fidelity VIP II ContraFund Portfolio | _____ % Janus Aspen International Growth - I | _____ % Fixed Account (10yr) |
| _____ % Fidelity VIP Growth Portfolio | _____ % Seligman Communications & Information Class 1 | _____ |
| _____ % Fidelity VIP III Growth Opportunities | _____ % Seligman VA Global Technology Class 2 | _____ |

Note: Total must equal 100%

Signatures on Next Page

B. Select Frequency and Duration of Payment

- Monthly Quarterly Semi-Annually Annually

Stop Date

Number of Withdrawals

C. Select a Withdrawal Amount (Check one) and start date and stop date. (Note: Minimum payment amount is \$250)

- Maximum allowed without incurring a surrender charge, consisting of #2 (a), (b), (c), and (d) above, as applicable.
 Investment earnings as described in 2(a) and 2(b) above.
 Amount of Withdrawal \$ _____ I would like the first withdrawal on _____

Month/Day/Year

I would like the last withdrawal on _____

Month/Day/Year

I/We hereby authorize the Company to initiate withdrawals from my Policy, and pay via Electronic Funds Transfer, as indicated below.

Select One: Checking (attach voided check) Savings (attach deposit slip)

D. If check is to be forwarded to an address other than the owner's address on file, please provide the information below.

Street _____

City _____ State _____ Zip Code _____

PLEASE ALLOW UP TO 10 BUSINESS DAYS FOR RECEIPT OF PAYMENT BY CHECK AND 3 TO 5 BUSINESS DAYS FOR ELECTRONIC FUNDS TRANSFER

IMPORTANT NOTICE REGARDING TAX WITHHOLDING: Read carefully before completing Section E

As a result of the Tax Equity and Fiscal Responsibility Act of 1982, any taxable portion of the payment you are requesting is subject to Federal Income Tax withholding. However, you may elect not to have withholding apply.

Please indicate below whether you want any Federal Income Tax withheld from your withdrawal. Even if you elect not to have Federal Income Tax withheld, you are liable for payment of Federal Income Tax on the taxable portion of your withdrawal and we are obligated to report this information both to you and to the Internal Revenue Service. In some states it is required we withhold state tax if we withhold Federal Tax.

E. Federal Tax Withholding (If this section is not completed, Federal Income Tax will be withheld at 10%. State Income Tax may also be withheld if required.)

Do NOT withhold Federal Income Tax.

Please withhold \$ _____ (amount) Federal Income Tax or _____ % Federal Income Tax.

Please withhold \$ _____ (amount) State Tax or _____ % State Income Tax.

TAX EFFECT In accordance with IRS tax codes, GWLA is required by law to report to the IRS any disbursement transaction. Advice as to the legal or tax effects of this transaction should be obtained from your attorney, accountant or tax advisor.

F. To Terminate an Existing Program

I would like to terminate my existing Systematic Withdrawal Privilege Authorization

G. Please sign and Date Below I accept the terms and conditions contained in this form.

X _____
Owner / Trustee **Title**

X _____
Joint Owner / Trustee **Title**

All other parties holding a legally enforceable interest under the annuity must sign here (i.e. irrevocable beneficiaries, collateral assignees, security interest holders, court ordered interest holders)

X _____
Holder of Interest (i.e. irrevocable beneficiaries, collateral assignees, court ordered interest holders) **Interest Held**

Signed at _____ this _____ day of _____, _____
(city, state) (day) (month) (year)