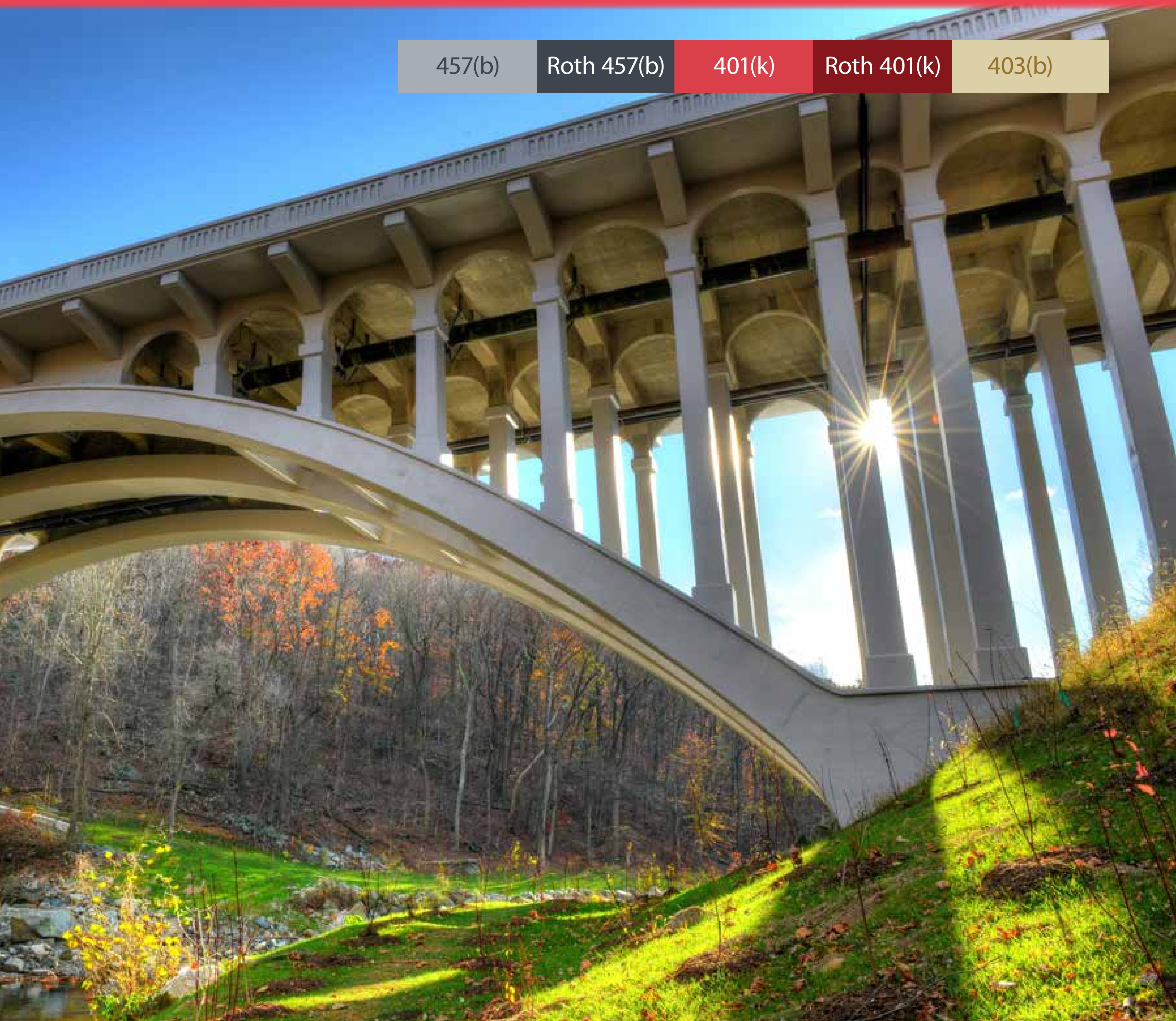


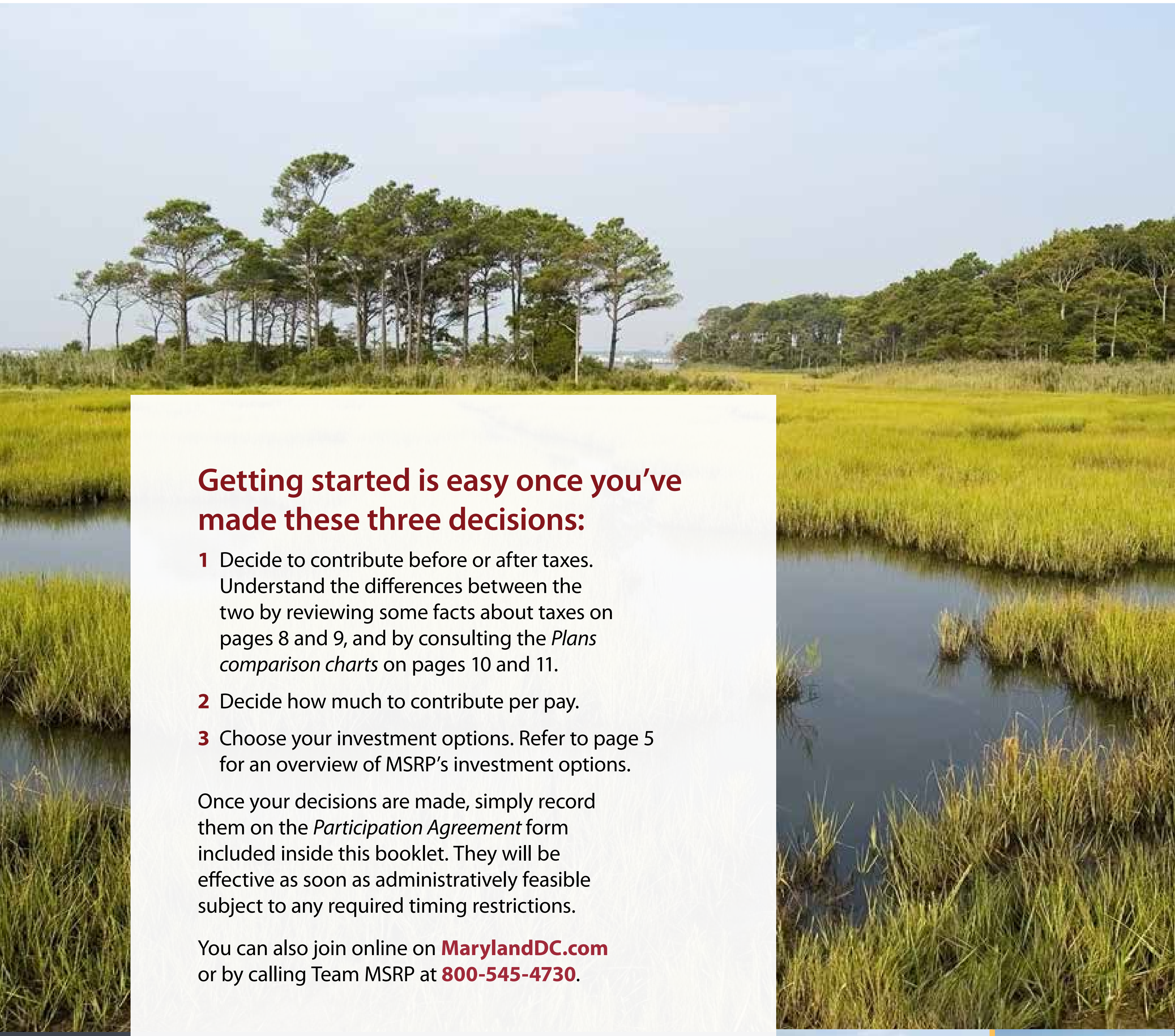

MSRP

The Basics

457(b) | Roth 457(b) | 401(k) | Roth 401(k) | 403(b)



Maryland Teachers and State Employees Supplemental Retirement Plans

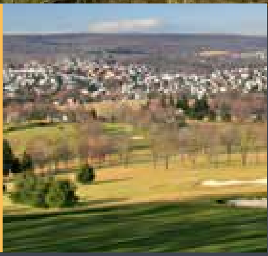


Getting started is easy once you've made these three decisions:

1. Decide to contribute before or after taxes. Understand the differences between the two by reviewing some facts about taxes on pages 8 and 9, and by consulting the *Plans comparison charts* on pages 10 and 11.
2. Decide how much to contribute per pay.
3. Choose your investment options. Refer to page 5 for an overview of MSRP's investment options.

Once your decisions are made, simply record them on the *Participation Agreement* form included inside this booklet. They will be effective as soon as administratively feasible subject to any required timing restrictions.

You can also join online on **MarylandDC.com** or by calling Team MSRP at **800-545-4730**.



Welcome

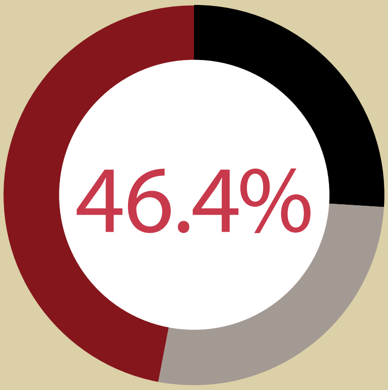
Get ready for your retirement through one or more of the three Maryland Supplemental Retirement Plans (MSRP). All employees of the State of Maryland, including contractual employees, are eligible members and may contribute to the 457(b) and 401(k) plans. State employees who work for a State educational institution are also eligible MSRP members and may contribute to the 403(b) plan. Take your pick:

1. The 457(b) Deferred Compensation Plan
   – pre-tax (tax-deferred) option
   – after-tax Roth option
2. The 401(k) Savings and Investment Plan
   – pre-tax (tax-deferred) option
   – after-tax Roth option
3. The 403(b) Tax-Deferred Annuity Plan for employees of educational institutions

Even though your pension and Social Security, (if covered), will provide income in retirement, they may not provide enough to maintain your current standard of living. MSRP membership lets you save and invest on your own and participation is voluntary.

Who is eligible?

All employees of the State of Maryland, including contractual employees, are eligible to participate in the 457(b) and 401(k) plans. State employees who work for a State educational institution are also eligible to join the 403(b) plan.



Average public employee retirement income replacement sources[1]

- 26.4% Social Security
- 27.2% Pension
- 46.4% Other

[1] Source: *How Prepared are State and Local Workers for Retirement?* Center for Retirement Research at Boston College. 2011. NOTE: This study reflects public plans including State, Local, City and County plans in the United States and is not specific to Maryland State Employees. It is for illustrative purposes only and may not be representative or your personal situation.

457(b) 401(k) 403(b) 401(a)

Plans with you in mind

MSRP membership includes four supplemental retirement plans[2] — the 457(b), 401(k), 403(b) and 401(a) Match Plan. All the plans offer you the following advantages:

- Competitive plan fees
- Diversified investment options
- Flexible payout options
- Easy online account access
- People who help you — Team MSRP Retirement Specialists during employment and Personal Retirement Consultants when you're within five years from retirement or in retirement.

Information from Retirement Specialists or Personal Retirement Consultants is for educational purposes only and should not be considered investment advice.

[2] Refer to the Plans comparison charts on pages 10-11 for details about each plan.

Simplify life with your MSRP account

You may be able to transfer assets from outside retirement accounts into your MSRP account.

- Doing so may make managing retirement assets easier, especially when it comes to investment and tax diversification, user names and passwords, and other aspects of account management.
- MSRP doesn't charge sales commissions.
- Use the *State of Maryland — MSRP Direct Rollover / Transfer Request* form included in the center of this booklet to get started.

We want you to know that assets rolled over from another qualified plan may be subject to both surrender charges from the original plan and a 10% excise tax if withdrawn before age 59½. However, because your MSRP membership offers so many plan types, it may be easier to transfer outside assets into your MSRP account.

Please keep in mind that MSRP participation involves investing, and investing involves market risk, including possible loss of principal. No investment strategy, including asset allocation and diversification, can avoid loss, especially in a down market. Nationwide Retirement Specialists and Personal Retirement Consultants cannot offer investment, tax or legal advice. For these services, you should consult your own advisors. We can help you understand market risk and other risks you may face and strategies that may help you deal with them through participation in MSRP.

The 401(a) plan

If funding is provided in the State budget, Maryland law authorizes a matching payment for most employee contributions to State-sponsored supplemental retirement accounts. The status of the match program may change from year to year through legislative action.

Get started

1. **Choose the plan or plans that will work best for you**[3] — 457(b), 401(k), or (only for educational institution employees) 403(b). And decide whether to contribute before taxes (pre-tax) or after taxes (Roth) or a combination of both, depending on the plan.

2. **Decide how many dollars per pay to contribute.**

3. **Choose your investment options.** You can invest in a Target Date Retirement Fund (Option A) — and/or choose your own individual funds (Option B). It all depends on how involved you want to be as an investor.

This page offers a brief overview of the investment options available through MSRP membership. Our *Spectrum of Investment Options* booklet details these options, and is available online at **MarylandDC.com**, from your Retirement Specialist, or by calling Team MSRP at **800-545-4730**.

Remember, you're not on your own. We can help you understand market risk and other risks you may face and strategies that may help you deal with them through participation in MSRP.

[3] Refer to the Plans comparison charts on pages 10–11 to help make your selection(s).

—and/or—

Option A: Target Date Retirement Funds

Target Date Retirement Funds offered by T. Rowe Price are asset allocation funds that are based on the anticipated retirement date.

These funds use a strategy that reallocates equity exposure to a higher percentage of fixed investments over time. As a result, the funds become more conservative over time as you approach retirement.

It's important to remember that no strategy can assure a profit or prevent a loss in a declining market. The principal value of the fund(s) is not guaranteed at any time, including at the target date.

See the *Spectrum of Investment Options* for details about these funds.

Targeted Retirement Funds are managed by T. Rowe Price and are composed of other T. Rowe Price mutual funds.

There are many considerations when planning for retirement. Your retirement needs, expenses, sources of income, and available assets are some important factors for you to consider in addition to the Retirement Funds. Before investing in one of these funds, also be sure to weigh your objectives, time horizon, and risk tolerance. All funds are subject to market risk, including the possible loss of principal.

Option B: Traditional investment approach

Choose your own asset allocation mix of MSRP investment options. Review your investments and gradually change your overall strategy as you near retirement, and/or use an asset allocation model selected based on your own risk tolerance.

Actively managed funds have managers choose investments to attempt to achieve a goal, like outperforming an index or balancing risks with returns. Because of the management activity, these funds tend to have higher fees than passively managed funds.

Passively managed funds normally carry lower-than-average fees and track the markets per their selected indices to create a diversified portfolio.

We can help you automatically rebalance your asset allocation quarterly when you call or go online to sign up for automatic re-balancing.


MSRP
EZ enrollment
457(b) 401(k)
Step-by-Step FINANCIAL READINESS
PERSONAL INFORMATION
SIGN ME UP!
NOT YET

Fill in your personal information, check a few boxes, sign and you're done with Option A and EZ enrollment!

The use of asset allocation does not guarantee returns or insulate you from potential losses. Asset allocation is a rational strategy for investment selection. Simply put, it is the process of diversifying your investment dollars across different asset classes. It helps you maximize your return potential while helping to reduce your risk.

Please consider the fund's investment objectives, risks, and charges and expenses carefully before investing. The prospectus contains this and other important information about the investment company. Prospectuses are available by calling 800-545-4730. Read the prospectus carefully before investing.

This illustration is a hypothetical compounding calculation assuming an 7% annual rate of return. It is not intended to serve as a projection or prediction of the investment results of any specific investment. Investments are not guaranteed. Depending on your underlying investments, your return may be higher or lower. Interest compounded annually based on beginning-year contributions. No taxes or fees are reflected in this example, which would lower the results displayed. Source: Hewitt Associates, 2008.

It's never too late to start but ...

... the sooner you join MSRP and begin investing, the better opportunity you have to grow your MSRP account to help meet your needs for retirement income. Will you have enough money in retirement to live the life you want?

Consider how long you'll need income

Today's 65 year old can expect to live another 20 years. But the average retirement age for public workers is 60; for a public school teacher, 59. Police and firefighters often retire at even earlier ages.[4] The point is: You need to financially prepare for a retirement that may last 30 years or more.

The cost of living will probably increase considerably. Your other resources may not meet all your needs for retirement income. That's where your MSRP membership can help.

Consider how much waiting can cost

Meet Ben and John, two State employees.

Ben started investing for retirement at age 30 and invested $2,000 a year for only 10 years. At age 40 he stopped making contributions. Ben had contributed $20,000 total.

John waited until age 40 to start investing for retirement and invested $2,000 for 25 years. John has contributed $50,000 by the age 65

Because he started early, Ben will have more for retirement even though he contributed less than John. Imagine what he'd have if he'd continued his contributions until retirement! Start early. Start now!

[4] *How old is old? Is 80 the new 65?* Weldon Cooper Center for Public Service, http://statchatva.org/2012/04/12/how-old-is-old-is-80-the-new-65/, accessed 02/07/2013; *Average retirement age for public workers: 60,* Orange County Register, May 11, 2011, http://taxdollars.ocregister.com/2011/05/11/average-retirement-age-for-public-workers-60/82705/, accessed 02/07/2013.

	Maximum deferral limit	Deferral limit plus Age 50 Catch-up	Special 457(b) Catch-up deferral limit[5]
This calendar year	If you're less than age 50 this year, you may defer as much as …	If you're at least age 50 this year, you may defer as much as …	If you have three years until you retire, you may be eligible to defer as much as …
457(b), Roth 457(b) plan	$18,000	$24,000	$36,000
401(k), Roth 401(k) 403(b) plan[6]	$18,000	$24,000	$24,000 (use Age 50 Catch Up)
TOTAL	**$36,000**	**$48,000**	**$60,000**

How much can you contribute?

*You may contribute up to 100% of your compensation but not more than $18,000 to a 457(b) plan **and** $18,000 to either a 401(k) or 403(b) plan. In addition, you may qualify for one but not both of the Catch-up provisions outlined below.*

50 and Over Catch-up

Employees age 50 and over who contribute the maximum deferral amount allowed each year may also make catch-up contributions up to $6,000 to that plan.

The Uniformed Service Employment & Reemployment Rights Act (USERRA)

USERRA allows military personnel who leave their employer for service in the U.S. military to make up the missed contributions when returning to their former employer. Please contact Team MSRP at **800-545-4730** for details regarding this law.

Special 457(b) Catch-up

In the three years prior to — but not including — the year you plan to retire, you may be able to contribute up to double the maximum deferral limit in effect for each year affected.

This provision assumes you have deferred less than the maximum amount to the 457(b) plan in previous years. Let Team MSRP help. Call your Personal Retirement Consultant toll-free at **800-966-6355**.

[5] Individuals cannot use the special 457(b) catchup and age 50 catchup in the 457(b) catch up in the same year, however, an individual can use the special 457(b) catchup in the 457(b) plan and the age 50+ catchup in either the 401(k) plan or 403(b) plan.

[6] Individuals participating in both the 401(k) and 403(b) plans, combined annual contributions to the plans may not exceed $18,000.

The MSRP tax advantage

You are unique. That's why MSRP offers both: pre-tax [traditional 401(k), 457(b) and 403(b)] options and after-tax [Roth 457(b) and Roth 401(k)] options to help you choose the most advantageous options for your situation now and in the future. Whether you choose to pay income taxes now, later or a combination, both kinds of options offer these convenient features:

- Join and start or change your contributions within time restrictions
- It's easy to invest — contributions are automatically deducted from your pay
- Money can stay tax-deferred until payout — ***even after*** you separate from State service
- Your MSRP membership will continue regardless of your employment status as long as you have an account balance.

What's the difference?

	Traditional (pre-tax) 457(b) or 401(k)	Roth (after-tax) 457(b) or 401(k)
Annual contribution limit[7]	Combined $18,000	
Annual catch-up contribution limit — for those age 50 and older	Combined $6,000	
Contribution taxable in year contributed	No	Yes
Contribution taxable in year distributed	Yes	No
Earnings taxable in year distributed	Yes	No[8]

Is a Roth right for you?

You may want to consider making Roth contributions if you:

- **You anticipate tax brackets will increase before you retire and you want to take advantage of the potential tax-free withdrawals provided for with a Roth account.**
- **Are younger, with many working years ahead of you**
- **Are unable to contribute to a Roth IRA because of your income**

Neither Nationwide nor its representatives may offer tax or legal advice. Consult with your own counsel before making any decisions about contributing or converting your Plan assets to Roth.

[7] Individuals participating in both the 401(k) and 403(b) plans, combined annual contributions to the plans may not exceed $18,000.

[8] Earnings are not taxable in the year distributed assuming all contributions have been held in the Roth account for five years after the first Roth contribution was made AND the distribution is made after age 59½ (and separation from State service for a Roth 457(b)); or for death or disability.

Pre-tax Plan features

As shown in the example below, you get a jump start on your traditional 401(k), 403(b) or 457(b) investment through payroll deduction versus investing after income taxes are taken.

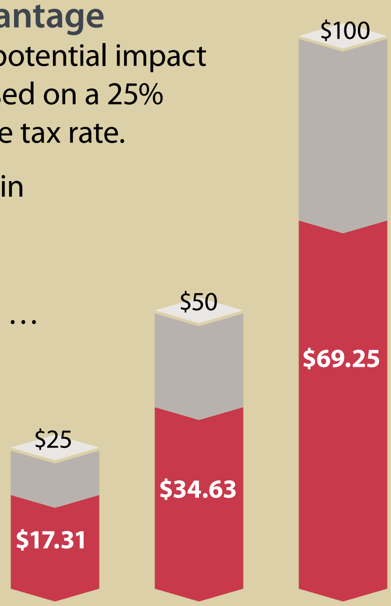
- Contributions are pre-tax — so federal and possibly state taxable income is reduced by the amount of money contributed to your plan
- Contributions and any earnings grow tax-deferred until you make withdrawals. Withdrawals are then taxed as ordinary income.

The paycheck advantage

Here's an example of potential impact on take-home pay based on a 25% federal and 5.75% state tax rate.

Amount invested in a pre-tax plan …

Take-home pay is reduced by about …

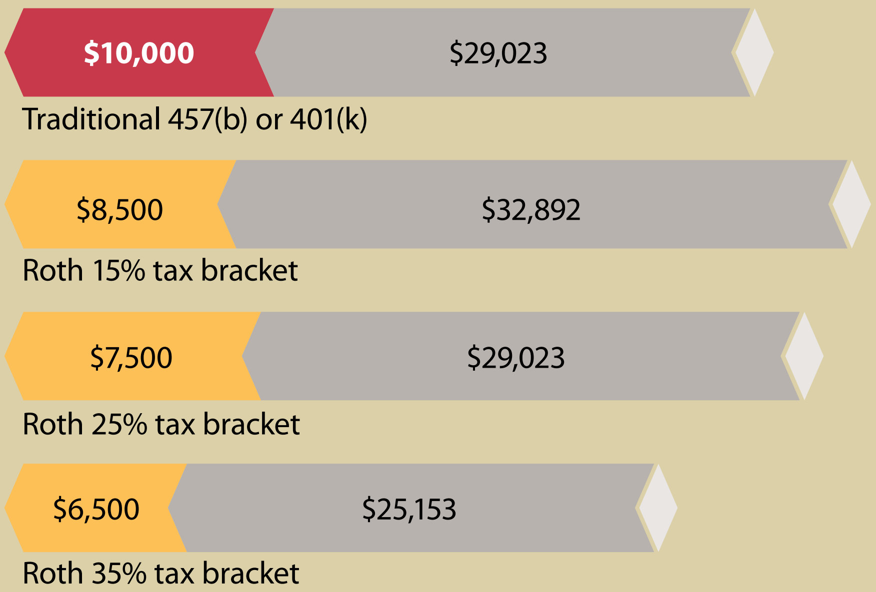


Example assumes biweekly pay periods. These are approximate based on current salary, marital status, and W-2 tax deduction assumptions. Take-home figures are rounded.

After-tax Plan features

In a Roth 401(k) or a Roth 457(b) account, contributions occur after income taxes are taken. Additionally, any earnings may avoid income taxes under certain circumstances.[9]

$10,000 invested in a Traditional vs. a Roth for 20 years



Net total contribution

Net distribution

These examples are hypothetical in nature and assume a 25% tax bracket at distribution. It also assumes that the retirement plan's value earns an average total return of 7% compounded annually. Investment return is not guaranteed and will vary depending upon the investments and market experience.

A single contribution of $10,000 will be worth the same amount in 20 years if the tax bracket remains the same.

However, if the future tax rate is greater, the amount distributed from the Roth account will be greater than the post-tax amount distributed from the traditional 457(b) or 401(k) account.

[9] Earnings are not taxable in the year distributed assuming all contributions have been held in the Roth account for five years after the first Roth contribution was made AND the distribution is made after age 59½ (and separation from State service for a Roth 457(b)); or for death or disability.

Plans comparison chart

Pre-tax

	Traditional 457(b) Deferred Compensation Plan	Traditional 401(k) Savings & Investment Plan	403(b) Tax Deferred Annuity Plan
Who's eligible to participate?	All regular and contractual State employees		State educational institution employees
Who's eligible for the State match?	All State employees in the State Employees' Alternate Contributory Pension or Reformed Contributory Pension Plans		
Are payroll deductions pretax?	Yes (after FICA deduction)		
What's the minimum I may contribute?	$5 per biweekly pay		
What's the maximum I may contribute?	$18,000 effective this calendar year (may be adjusted in future years for inflation)[10]		
May I "catch-up" in a later year?	Age 50 or older catch-up: $6,000 per calendar year. Special 457(b) catch-up provision available within 3 years of retirement. These two provisions may not be used in the same year.[10]	Age 50 or older catch-up: $6,000 deferral per calendar year[10]	
May I contribute to more than one Plan at the same time?	Yes – but with the following limitations: • $18,000 457(b) and/or Roth 457(b) + $18,000 401(k) and/or Roth 401(k) = $36,000/yr[10] • $18,000 457(b) and/or Roth 457(b) + $18,000 403(b) = $36,000/yr[10] • $18,000 457(b) and/or Roth 457(b) + combination of 403(b) & 401(k)/Roth 401(k) not to exceed $18,000= $36,000/yr[10]		
How often may I change my contribution amount?	Unlimited, effective within timing restrictions		
What are the costs to participate?	0.14% of your account value a year, capped at $2,000 per year, plus 50 cents per month per account.[11]		
What are the current investment options?	Investment Contract Pool Mutual Funds Target Date Retirement Funds		Vanguard Money Market Mutual Funds Target Date Retirement Funds
May I roll over money from other retirement accounts into my Maryland Supplemental Retirement account?[12]	Yes – from a 457(b), 401(k), 403(b), thrift savings plan or IRA into your supplemental retirement account		
May I roll over my supplemental retirement account to another type of retirement account, like an IRA?	Yes – to a 457(b), 403(b), 401(k) or IRA, upon leaving State service	Yes – to a 457(b), 403(b), 401(k) or IRA, upon leaving State service or obtaining age 59½	
May I withdraw money from my account while employed?	Yes, but only at age 70½ or older, or qualify for an unforeseeable emergency withdrawal	Yes, but only at age 59½ or older, or qualify for a hardship withdrawal	
When may I begin withdrawals from my account without an additional 10% early withdrawal tax?[13]	When you leave State employment, regardless of age	If you leave State employment at age 55 or older, or at age 59½ regardless of employment. Other exceptions may apply. Consult your tax or legal advisor for more information	
May I change my withdrawal option, amount or frequency once I start payout?	Yes, excluding purchased annuities		
Must I elect my payout date when I leave State employment?	No – payouts not required until 70½ and separated from State service		
Is there a loan provision and a hardship/emergency provision?	Yes		

NOTE: 401(a) Plan: The withdrawal rules are the same for the 401(a) and 401(k) plans except that in the 401(a) plan, distributions are not permitted until separation from State service.

[10] Source: IRS.gov

[11] In addition, each of the mutual funds offered by the plan has fund expenses that are netted directly from the mutual fund's daily price. These will vary based upon the mutual fund selected. Also, some mutual funds may impose a short-term trade fee. Please read the underlying prospectuses carefully. NOTE: some mutual funds pay reimbursements that offset fees, see our "Mutual Fund Savings" pamphlet and your account statement for more information.

[12] As you make decisions about rolling over assets especially qualified retirement plans and IRAs, keep in mind that each type of account has different rules about fees, when you can access your funds, surrender charges and additional early withdrawal taxes.

[13] Withdrawals are taxed as ordinary income.

Money market funds: Investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other federal government agency. Although the fund seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in a money market fund.

Target Date Retirement Funds offered by T. Rowe Price are asset allocation funds that are based on a targeted date as to when an investor plans to begin to withdraw money. These funds use a strategy that reallocates equity exposure to a higher percentage of fixed investments over time. As a result, the funds become more conservative over time as you approach retirement. It's important to remember that no strategy can assure a profit or prevent a loss in a declining market. The principal value of the fund(s) is not guaranteed at any time, including at the target date.

Plans comparison chart

After-tax

	Roth 457(b) Deferred Compensation Plan	Roth 401(k) Savings & Investment Plan
Who's eligible to participate?	All regular and contractual State employees (including employees in higher education institutions)	
Who's eligible for the State match?	All State employees in the State Employees' Alternate Contributory Pension or Reformed Contributory Pension Plans	
Are payroll deductions pretax?	No	
What's the minimum I may contribute?	$5 per biweekly pay	
What's the maximum I may contribute?	$18,000 effective this calendar year (may be adjusted in future years for inflation)[14]	
May I "catch-up" in a later year?	Age 50 or older catch-up: $6,000 per calendar year. Special 457(b) catch-up provision available within 3 years of retirement. These two provisions may not be used in the same year.[14]	Age 50 or older catch-up: $6,000 deferral per calendar year[14]
May I contribute to more than one Plan at the same time?	Yes – but with the following limitations: • $18,000 457(b) and/or Roth 457(b) + $18,000 401(k) and/or Roth 401(k) = $36,000/yr[14] • $18,000 457(b) and/or Roth 457(b) + $18,000 403(b) = $36,000/yr[14] • $18,000 457(b) and/or Roth 457(b) + combination of 403(b) & 401(k)/Roth 401(k) not to exceed $18,000= $36,000/yr[14]	
How often may I change my contribution amount?	Unlimited, effective within timing restrictions	
What are the costs to participate?	0.14% of your account value a year, capped at $2,000 per year, plus 50 cents per month per account.[15]	
What are the current investment options?	Investment Contract Pool Mutual Funds Target Date Retirement Funds	
May I roll over money to or from other retirement accounts into my Maryland Supplemental Retirement account?[16]	Yes – but only a direct rollover from another Roth 457(b) account.	Yes – but only a direct rollover from another Roth 401(k) account.
Will my distributions be taxed?	Qualified distributions are not subject to federal or Maryland income tax. If not a qualified distribution, investment earnings are subject to ordinary income tax and possibly an additional 10% early withdrawal tax.[17]	
When may I begin withdrawals from my account without a an additional 10% early withdrawal tax?[4]	When you leave State employment, regardless of age	If you leave State employment at age 55 or older, or at age 59½ regardless of employment. Other exceptions may apply. Consult your tax or legal advisor for more information
May I change my withdrawal option, amount or frequency once I start my payout?	Yes, excluding purchased annuities	
Must I elect my payout date when I leave State employment?	No – payouts not required until 70½ and separated from State service	
Is there a loan provision and a hardship/ emergency provision?	Yes	

NOTE: **401(a) Plan:** The withdrawal rules are the same for the 401(a) and 401(k) plans except that in the 401(a) plan, distributions are not permitted until separation from State service.

[14] Source: IRS.gov

[15] In addition, each of the mutual funds offered by the plan has fund expenses that are netted directly from the mutual fund's daily price. These will vary based upon the mutual fund selected. Also, some mutual funds may impose a short-term trade fee. Please read the underlying prospectuses carefully. NOTE: some mutual funds pay reimbursements that offset fees, see our "Mutual Fund Savings" pamphlet and your account statement for more information.

[16] As you make decisions about rolling over assets especially qualified retirement plans and IRAs, keep in mind that each type of account has different rules about fees, when you can access your funds, surrender charges and additional early withdrawal taxes.

[17] Generally, a Roth 401(k) or Roth 457(b) distribution is a qualified distribution if: 1) the first Roth contribution has been in the account for 5 years (the five-year period begins January 1 of the year a member first makes a Roth contribution into the account); and 2) a member is age 59½, (and for the Roth 457(b) has separated from State service) or has died or become disabled under IRC section 72(m)(7). Distributions made prior to these requirements being met are nonqualified distributions, and earnings could be taxable. .

Fund prospectuses can be obtained by calling 800-545-4730. Before investing, carefully consider the fund's investment objectives, risks, and fees and expenses. The fund prospectus contains this and other important information. Read prospectuses carefully before investing.

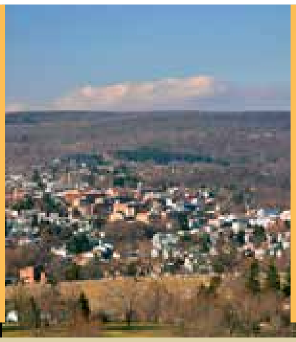
Options available upon separation from State service

- Leave assets to potentially grow in your MSRP account, annual minimum distributions are required beginning at age 70½
- Total or partial distribution payment at any time
- Installment payments for a fixed period that may be changed at your request
- Installment payments of a fixed amount paid monthly, quarterly, semiannually or annually subject to your requirements
- Purchase a guaranteed income annuity with all or part of an MSRP account

Enjoy MSRP membership regardless of employee status, for as long as you have an account balance.

You may begin withdrawals of assets in the 457(b) plan without an excise tax when you leave State employment. You may begin withdrawals of assets in the 401(k) and 403(b) plans without an excise tax after age 59½ or, if you have separated from State employment, at age 55 or older. Designated Roth assets must have been held in the plan for at least five years for a tax-free distribution.

Purchasing annuities are permanent and not able to be changed. Payments from annuities are subject to the claims paying ability of the issuing insurance company.



REMINDER – TRADING POLICY: To protect the interests of all members, Nationwide has taken steps to limit excessive and other trading abuses by employing this policy for all accounts administered by Nationwide.

- *If 6 or more trade events occur in one calendar quarter, we will notify you by U.S. Mail that the level of trading activity in your account has characteristics of market timing*
- *Once 11 trade events occur across 2 consecutive calendar quarters, we must require all trade requests for the remainder of the calendar year to be submitted in paper form via regular U.S. Mail*
- *Once 20 trade events are reached in a calendar year, we must require all trade requests for the remainder of the year to be submitted in paper form via regular U.S. Mail*

We reserve the right to restrict trades made under any account, and may be required by a fund manager to take other actions.

JOIN ONLINE

Easy access to your account … 7 days a week, 24 hours a day.

MarylandDC.com
Immediate, personalized account access for joining the plan, exchanges, allocation changes or changes to deferral amount. Plus, up-to-date information about funds, policies and benefits is always featured.

Automated Voice Response Unit
800-545-4730
24-hour account access for exchanges and allocation changes.

Professional financial services and resources

Individual Customer Service
800-545-4730
Monday through Friday 8 a.m. to 11 p.m.
Saturday 9 a.m. to 6 p.m.

News and Education
Team MSRP provides members with quarterly educational, consolidated account statements, investment option booklets, information kits, workshops and one-on-one education at or near your place of work.

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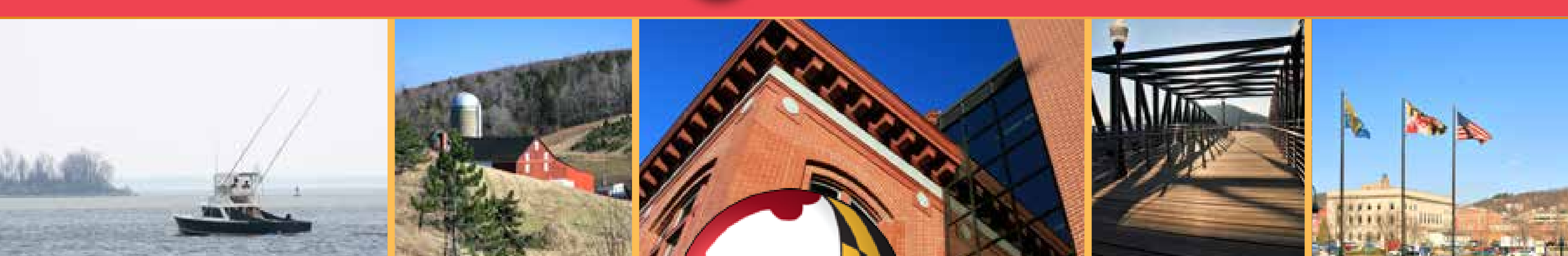

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