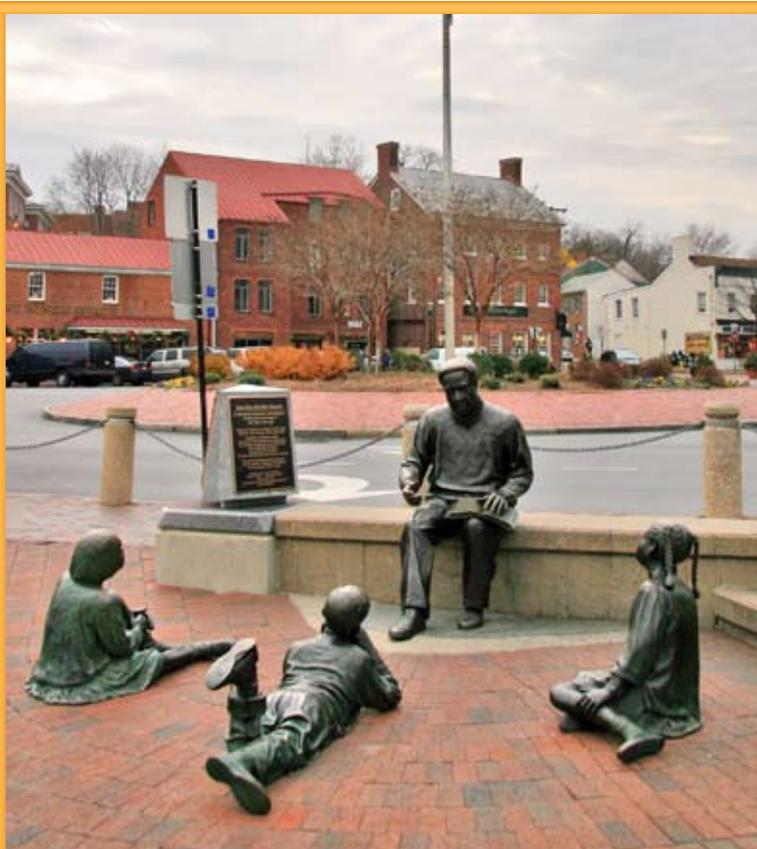
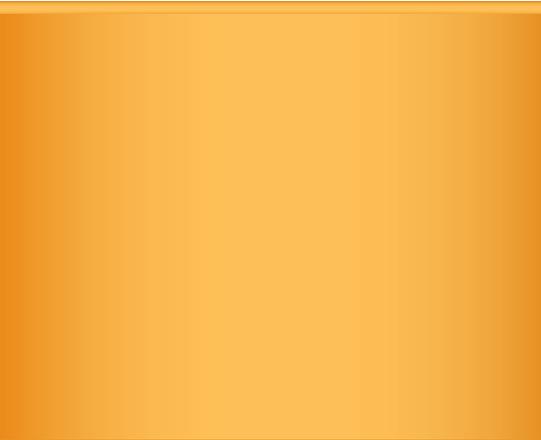




MARYLAND TEACHERS AND STATE EMPLOYEES SUPPLEMENTAL RETIREMENT PLANS

Enrollment Kit

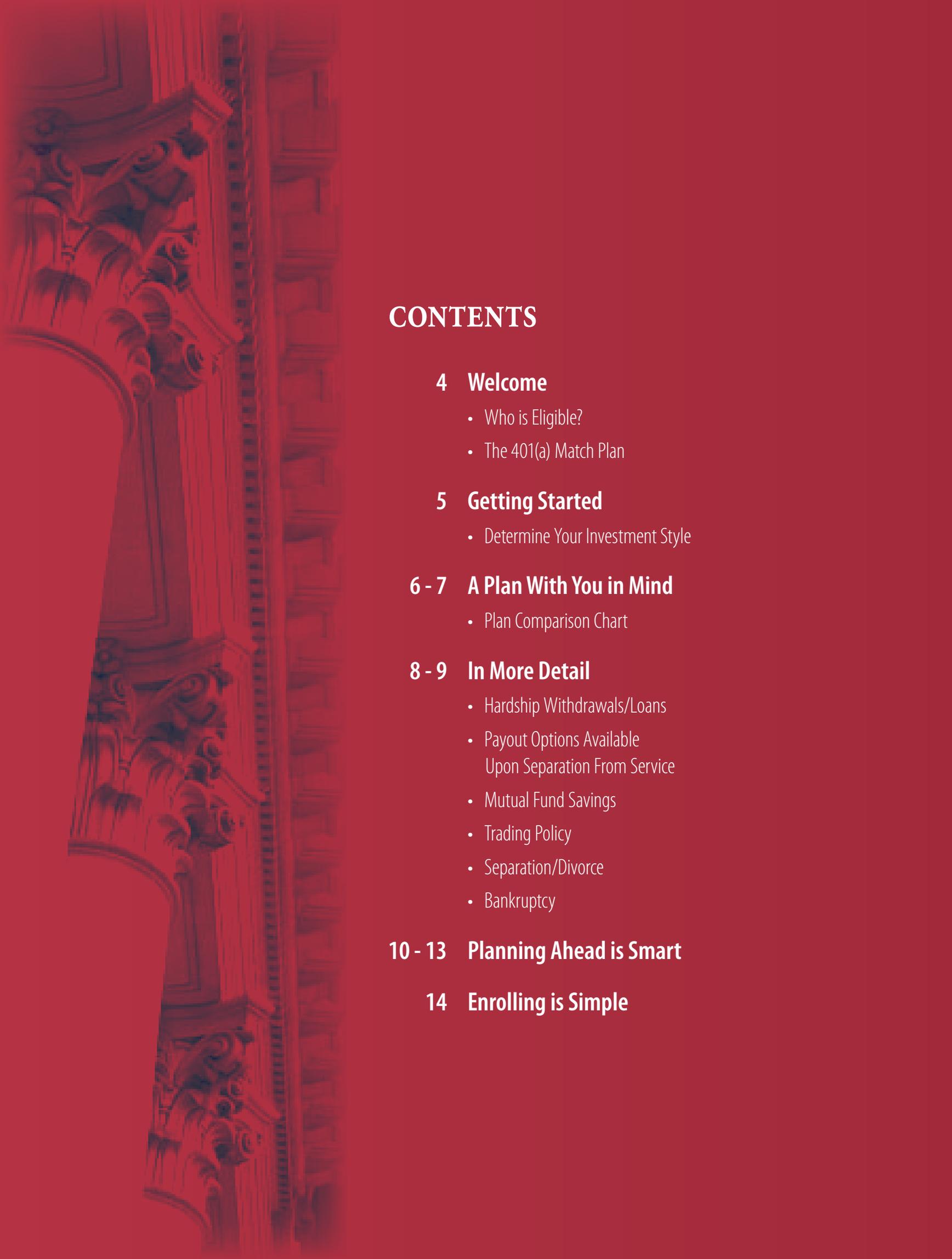


**MARYLAND TEACHERS AND STATE EMPLOYEES
SUPPLEMENTAL RETIREMENT PLANS**

Customer Service 1-800-545-4730

MarylandDC.com

If you have any questions about enrolling,
please don't hesitate to call us!



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WELCOME

The state of Maryland gives you four ways to be ready for your retirement through the Maryland Supplemental Retirement Plans (MSRP):

- the 457 Deferred Compensation Plan
- the 401(k) Savings and Investment Plan
- the 403(b) Tax-Deferred Annuity for employees in educational institutions
- the 401(a) Match Plan for State employee members of the Employees' Alternate Contributory Pension Plan

Even though your pension and Social Security will provide income in retirement, they probably won't provide enough to maintain your current standard of living. MSRP lets you contribute and invest on your own and participation is voluntary.

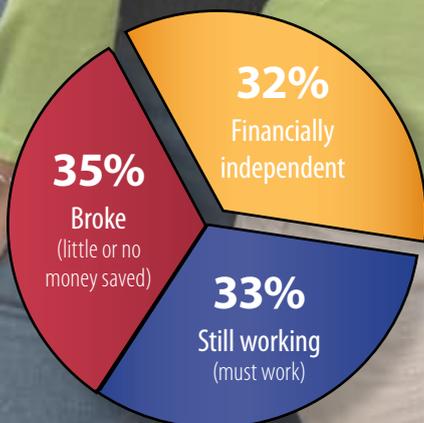
WHO IS ELIGIBLE?

All employees of the State of Maryland are eligible to participate in the 457 and 401(k) plans. State employees who work within a state educational institution are also eligible to participate in the 403(b) plan, as are contractual employees who receive compensation through central payroll.

THE 401(a) MATCH PLAN

Maryland provides a match to most employees' contributions to the 457, 401(k) and 403(b) supplemental retirement plans. For every dollar you contribute, the state will contribute a dollar on your behalf until the \$600 maximum is reached (without vesting or minimum contribution rules). And with each fiscal year, the match starts again! (The amount of the match may change from year to year or be suspended through legislative action.)

To be eligible, you must be a full-time or part-time state employee and a member of the State Employees Modified Pension System. Once you're enrolled in the MSRP Plans, the match will automatically begin. To get the full \$600 match, you need to contribute at least \$600 per fiscal year (July 1 - June 30).



Americans at age 65

Source: 2002 U.S. Census Bureau

GETTING STARTED

DETERMINE YOUR INVESTMENT STYLE

Enrolling in MSRP is your first, simple step to being ready for retirement.

You will . . .

1. Determine if you want to invest either in age-based targeted retirement funds or in self-selected mutual funds.
2. Decide how many dollars per paycheck you want to contribute.
3. Choose the plan(s) that will work best for you — the 457, 403(b) and/or the 401(k).

You can choose your own individual funds — or you can invest in a targeted retirement fund. It all depends on how involved you want to be as an investor.

OPTION A – Traditional Investment Approach

You choose your own funds to build your portfolio. You'll rebalance your own investments and gradually change your overall strategy as you near retirement or use an Asset Allocation model that you select based upon your own risk tolerance. The *Spectrum of Investment Options* features the funds that are available. It is included with this Enrollment Kit and is also listed on your Enrollment Form.

And you're not on your own — Retirement Specialists can answer your questions, explain how investing works and help you properly allocate your investment dollars.

—*and/or*—

OPTION B – Targeted Retirement Funds*

Targeted Retirement Funds are lifecycle funds — one-step portfolios where you select a target retirement date and the fund that matches the date is automatically adjusted over the years by a professional money manager.

Each Targeted Retirement Fund offers you a professionally selected mix of diversified mutual fund investments that have a target retirement date in mind, and is rebalanced and adjusted over time to be more conservative as your retirement date approaches. See the *Spectrum of Investment Options* for details about these funds.

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 1-800-545-4730. Read the prospectus carefully before investing.

Remember that investing involves market risk including possible loss of principal and there is no guarantee that investment objectives will be achieved.

*Targeted Retirement Funds offered by T. Rowe Price



If you have questions about any of the plan details, we can answer them! Call Team MSRP at 1-800-545-4730 or see the Local Retirement Specialist territory map at the back of this Enrollment Kit.

Go to MarylandDC.com to learn when a local representative will be in your area.

Specific investment options located in the back pocket of this Enrollment Kit.

The performance and risks of each Retirement Fund will directly correspond to the performance and risks of the underlying funds in which it invests. By investing in many underlying funds, the Retirement Funds have partial exposure to the risks of many different areas of the market. The more a Retirement Fund allocates to stock funds, the greater the expected risk. Underlying fund expenses are proportional to the expenses of the acquired funds in which they invest.



A PLAN WITH YOU IN MIND

The MSRP includes three supplemental retirement plans — the **457, 401(k) and 403(b)**.

Employees may participate in more than one plan. **All** the plans offer you the following advantages:

Low plan fees

Maryland's goal is to ensure the fees (as well as fees of the funds available to you) are very competitive. By enrolling in MSRP along with many of your coworkers, we're able to negotiate for lower fees that you may not get on your own. The lower your fees, the more your dollars work for you.

Diversified investment options

We monitor the management of the funds available to you so you have well-known and low-cost options.

Opportunity for tax-deferred growth

Because your deferrals are made pretax, all of your contributions and any earnings grow tax deferred. When you withdraw your money, it's taxed as ordinary income.

Flexible payout options

There are many flexible payout choices — which means you'll find one that will fit your income needs in retirement.

Ability to transfer other assets into your MSRP 457, 401(k) or 403(b)

One way to eliminate the hassle from planning for your retirement is to manage everything in one place. Combining all of your retirement assets into your MSRP account may make your life simpler. When you combine your accounts into one, we'll help you:

- Manage your investments in one place
- Answer all of your retirement questions
- Diversify your investments based on your individual retirement goals

Diversification does not guarantee or insulate you from potential losses. Qualified retirement plans are all different, including fees and when you can access funds. Assets rolled over from another qualified plan may be subject to both surrender charges and a 10% penalty tax if withdrawn before age 59½.

Easy online account access

Once you've enrolled, you can create a profile (in just moments of your time) and have immediate, personalized account access for enrollment, exchanges, allocation changes or

changes to your deferral amount. You'll also receive e-mail updates, including quarterly notices that your statement is available online. Monthly performance figures, announcements and educational articles make MarylandDC.com your smart choice for on-demand information about your MSRP Plans and your account(s).

The people who help you — Retirement Specialists

The MSRP provides you with education and the right resources so you can make informed decisions about your retirement. We help you with the details of planning your retirement so you can spend more time enjoying it. When it comes to your retirement, don't guess.

Call Team MSRP at **1-800-545-4730**.

Local Retirement Specialists are also available to meet with you. See their territory map in the back pocket of this Enrollment Kit. Information provided by Retirement Specialists is for educational purposes and not intended as investment advice.

Plan Comparison Chart

Questions	457 Deferred Compensation Plan	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 Plan.		
Are payroll deductions pretax?	Yes (but not for FICA).		
What's the minimum I may contribute?	\$5 per biweekly pay.		
What's the maximum I may contribute?	\$16,500 in Calendar Year 2009 (may be adjusted in future years for inflation).		
May I contribute to more than one Plan at the same time?	Yes - but with the following limitations: <ul style="list-style-type: none"> • \$16,500 457(b) + \$16,500 401(k) = \$33,000 per/yr • \$16,500 457(b) + \$16,500 403(b) = \$33,000 per/yr • \$16,500 457(b) + combination of 403(b) & 401(k) not to exceed \$16,500= \$33,000 per/yr 		
May I "catch-up" in a later year?	Age 50 or older bonus: \$5,500 in Calendar Year 2009. Special 457 Catch-up provision available within 3 years of retirement. These two provisions may not be used in the same year.	Age 50 or older bonus: \$5,500 deferral in Calendar Year 2009.	
How often may I change my contribution amount?	Unlimited.		
What are the costs to participate?	0.19% of your account value a year, no more than \$2,000 in asset fees annually.*		
What are the current investment options?	Fixed - Investment Contract Pool Mutual Funds Targeted Retirement Funds (lifecycle funds)		Vanguard Money Market Mutual Funds Targeted Retirement Funds (lifecycle funds)
May I roll over money from other retirement accounts into my Maryland Supplemental Retirement account?***	Yes - from a governmental 457(b), 401(k), 403(b), thrift savings plan or IRA into your supplemental retirement account.		Yes - from a governmental 457(b), 401(k), 403(b) or IRA. Until 1/1/2009, 403(b) plans may be transferred in service.
May I roll over my supplemental retirement account to another type of retirement account, like an IRA?	Yes - to a 457, 403(b), 401(k) or IRA, upon leaving State service.	Yes - to a 457, 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 a penalty?***	When you leave State employment, regardless of age.	If you leave State employment at age 55 or older, or at age 59½. 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 service.		
Is there a loan provision and a hardship/emergency provision?	Yes./Yes.		

*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.

**Withdrawals are taxed as ordinary income.

*** 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 tax penalties. 401(a) Match 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.

Fund prospectuses can be obtained by calling 1-800-545-4730. Before investing, carefully consider the fund's investment objectives, risks, and charges and expenses. The fund prospectus contains this and other important information. Read prospectuses carefully before investing.

This information is of a general and informational nature and is NOT INTENDED TO CONSTITUTE LEGAL OR INVESTMENT ADVICE.

IN MORE DETAIL

Investing doesn't have to be complicated — and Retirement Specialists can help you sort through all of the details. But some investors like to know in-depth details about the plans. Following, you'll find more details on a few miscellaneous issues.



If you have questions about any of the plan details, we can answer them! Call Team MSRP at 1-800-545-4730 or see the Local Retirement Specialist territory map at the back of this Enrollment Kit.

Questions about Hardship Withdrawals should be directed to 1-800-545-4730.

HARDSHIP WITHDRAWALS/LOANS

The 457, 401(k) and 403(b) plans allow for hardship distribution even if a participant is still employed. This type of withdrawal is subject to ordinary income tax and may be subject to a 10% penalty tax if paid from the 401(k) or 403(b).

A loan from any of the plans is different than a taxable withdrawal. Under a loan, the assets of a portion of your investments within the plan are cashed in and the money is given to you. Like any other loan, you are obligated to pay it back, with interest. To learn more, contact Team MSRP at **1-800-545-4730**.

OPTIONS AVAILABLE UPON SEPARATION FROM SERVICE

Options for each of the plans include:

- Leave assets where they are until age 70½ withdrawal is required
- Total distribution or partial distribution payment
- Installment payments for a fixed period
- Installment payments of a fixed amount paid monthly, quarterly, semiannually or annually

In the 457 plan, you may begin withdrawing money from your account without penalty when you leave state employment, regardless of age. In the 401(k) and 403(b) plans, you may begin withdrawing money when you leave State employment, however, there is an additional 10% penalty tax on distributions unless you are age 59½ or you have separated from state employment at age 55 or older. The 401(k) and 403(b) plans also allow payout without penalty while you are still employed if you are 59½ or older.



MUTUAL FUND SAVINGS

The MSRP Board of Trustees successfully negotiates the Mutual Fund Savings Program for participants, a benefit not typically offered by other retirement savings programs. The program is designed to refund participants for part of the fund's annual operating expenses.

Mutual fund savings are used to buy additional shares in the applicable funds on a regular basis. These shares are then distributed quarterly to participants' accounts. State participants can look for their refunds on their account statement under the "Mutual Fund Savings" heading.

Who pays mutual fund savings? Savings are paid by the sponsors and distributors of the mutual funds used in this and similar programs (like T. Rowe Price and Fidelity).

Why do the sponsors pay them? Savings are paid when a plan administrator, like Nationwide Retirement Solutions, performs administrative detail that would otherwise be managed by the fund sponsor. This normally includes, at a minimum, statement preparation and general investor service.

Who receives mutual fund savings? Mutual funds do not pay mutual fund savings to individual investors. They do pay savings (or

similar allowances) to trustees, brokers and plan administrators. Those parties then decide whether to keep the reimbursements or distribute them.

Who receives the mutual fund savings in Maryland? You do. The Board restricts its administrator from receiving savings from any fund so they have no incentive to favor one fund over another.

TRADING POLICY

Trading rules do not restrict in any way your freedom of investment choice — or your ability to move money out of one fund and into another. The rules establish fairness and equity among all participants. Exchanges among investment options are limited in each participant account as follows:

- Six exchanges in any one quarter will generate a written warning to the participant
- Eleven exchanges in two consecutive quarters (or 20 in a calendar year) will require that future exchanges be submitted in writing through the U.S. Postal Service
- A requirement for mailed exchange forms will stay in effect for the remainder of that calendar year and the participant(s) will get a fresh start (with full exchange privileges restored) the following January

SEPARATION/DIVORCE

Your investment in any of the plans may not be transferred or sold to another person. The only exception is a transfer ordered by a court under a decree of divorce or legal separation. To be enforceable against your account, the order must include the following four items: 1) the official name of the plan; 2) the name of the participant; 3) the name of the recipient spouse; and 4) the amount or percentage of the participant's account to be issued to the recipient spouse. For more information, call Team MSRP at **1-800-545-4730**.

BANKRUPTCY

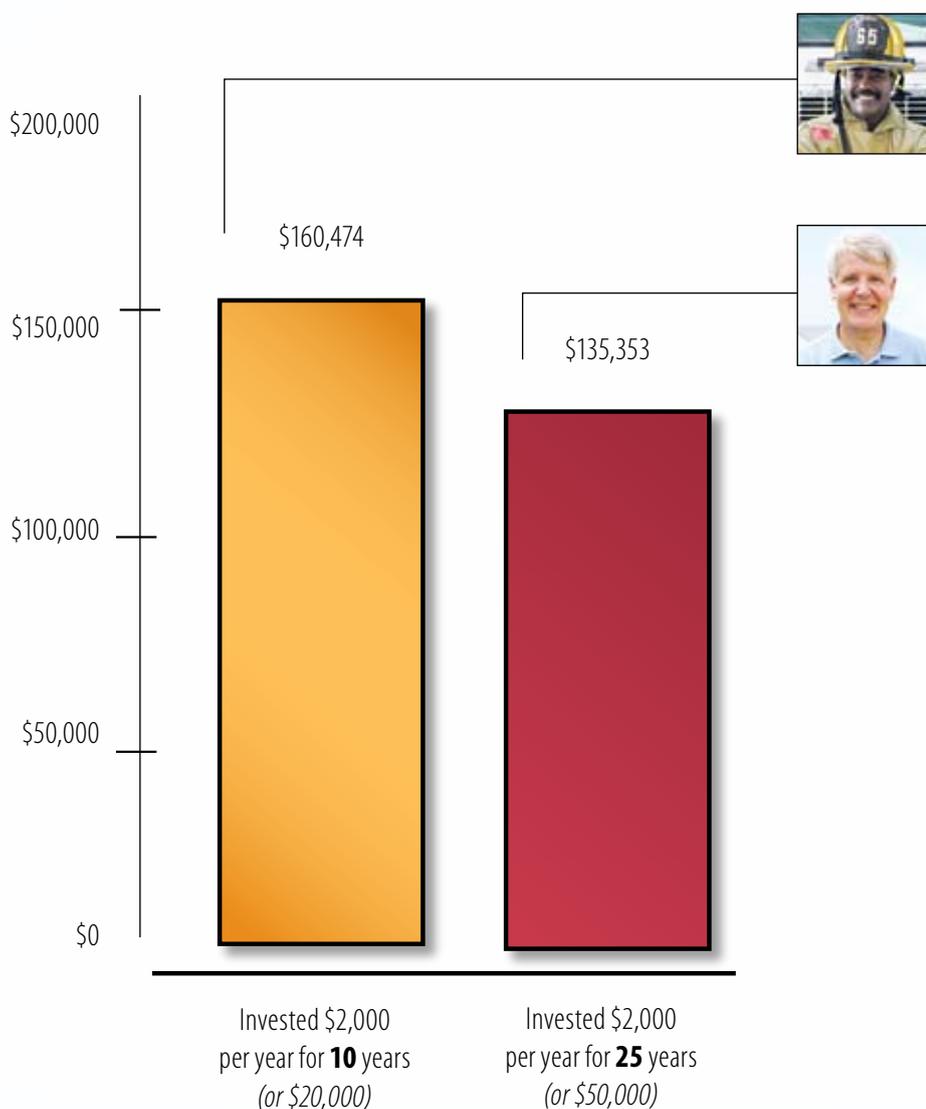
If you file for bankruptcy, your supplemental retirement accounts are not subject to bankruptcy proceedings and cannot be garnished for payment of debts.

PLANNING AHEAD IS SMART

It's never too soon — or too late — to begin investing, but using time to your advantage is very important. Most investment professionals recommend that you'll need 75 - 90% of your current income to maintain a comfortable standard of living. Will you have enough money to live the life in retirement that you want? Remember, the earlier you start, the better opportunity you have to build a supplemental retirement income.

START EARLY — START NOW

This example illustrates how an investor uses time to his advantage.



Ben started investing for retirement at age 30 and invested **\$2,000 a year** for only **10** years. How much will Ben have at age 65 after 35 years?



John waited until age 40 to start investing for retirement and invested **\$2,000** for **25** years. How much will he have at retirement?

Who will have more money at age 65?

Ben, the investor who started earlier!

YOU'LL NEED RETIREMENT INCOME FOR A LONGER TIME

People are living longer, healthier lives. Today's average retirement is about nine years longer than in 1950 — 22 years total. And, your cost of living will probably increase considerably.

Sources: MarketFacts Quarterly, LIMRA, Fall 2002; Retirement Planning: The Ongoing Challenge, LIMRA, 2002; United States Life Tables, 2000, National Vital Statistic Reports, Volume 51, No. 3, Center for Disease Control, December 19, 2002; United States Life Tables 1959-1961, Volume 1, No. 1, National Center for Health Statistics, December 1964.

This illustration is a hypothetical compounding calculation assuming a 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. No taxes, fees or expenses are reflected in this example. If they were, results would be lower.

Investing involves market risk, including possible loss of principal.

Source: Nationwide Financial® (2005).

INFLATION THREATENS YOUR RETIREMENT MONEY

	Postage stamp	Loaf of bread	Auto	Visit to family doctor
1980	\$0.15	\$0.51	\$8,979	\$76.50
2000	\$0.33	\$1.36	\$20,909	\$244.70
2020*	\$0.52	\$2.06	\$30,620	?

**Estimated costs based on a 2% hypothetical inflation rate. Health care costs historically have risen at a greater rate than inflation. By 2012, health care is projected to account for 18% of the U.S. economy versus 14%, where it stands today.*

Source: Statistical Abstract of the U.S., 1980, 2000, 2003 and 2005, United States Census Bureau (May, 2004).

YOUR OTHER RESOURCES ARE NOT LIKELY TO MEET ALL YOUR NEEDS FOR RETIREMENT INCOME

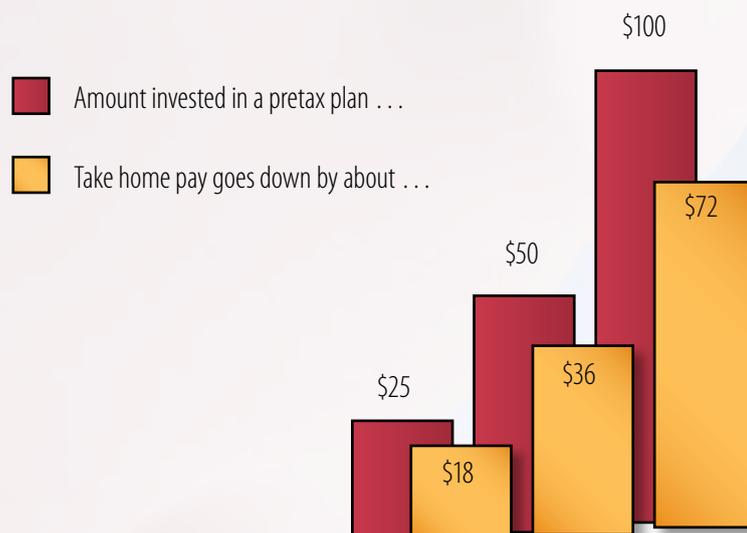
Even with Social Security and your pension, you'll most likely need supplemental income to enjoy your retirement without worrying about money. That's where Team MSRP can help.

INVESTING THROUGH MSRP IS SIMPLE

You invest dollars directly from your paycheck, before taxes are applied. It's smart because your deferrals and any earnings are not subject to federal or state income taxes until you receive them, and then you'll pay ordinary income taxes.

THE PAYCHECK ADVANTAGE

Here's an example of the paycheck advantage for a married individual grossing \$38,000 per year who invests in a pretax plan.



Example assumes a tax bracket of 28% and biweekly pay periods. Take home figures are rounded for reporting purposes.

THE TAX ADVANTAGE

- It's easy to invest — contributions will be automatically deducted from your pay
- Contributions are pretax — so your taxable income is reduced by the amount of money you contribute to your plan
- Contributions and any earnings are tax-deferred until you make withdrawals — so there's more growth potential
- You choose your investment amount and can change it at any time
- Your money can stay tax-deferred — **even if** you separate from service

PRETAX PLUS TAX-DEFERRED ADVANTAGE

As shown in the example below, you get a jump start on your investment through payroll deduction versus investing after income taxes are taken. Additionally, your account is not taxed until you later decide to use the money for supplemental income. By comparing a lower initial after-tax investment to your deferred compensation account, you can really see the difference the tax advantages make over time.

THE SAVER'S CREDIT

If you're eligible, the Saver's Credit may reduce your federal tax bill up to \$1,000. It allows you to get credit on your tax return for simply saving your money. A tax "credit" means you reduce your tax liability dollar for dollar versus a "deduction," which reduces your income subject to tax. State of Maryland employees with adjusted gross incomes as high as \$53,000 may qualify (married filing jointly). In fact, you may qualify for a tax credit that is equal to half of what you invest for retirement. Maximum deferral limits and Saver's Credit involve tax law, so you should consult your own legal or tax adviser before making decisions.

AFTER-TAX VS. TAX DEFERRED

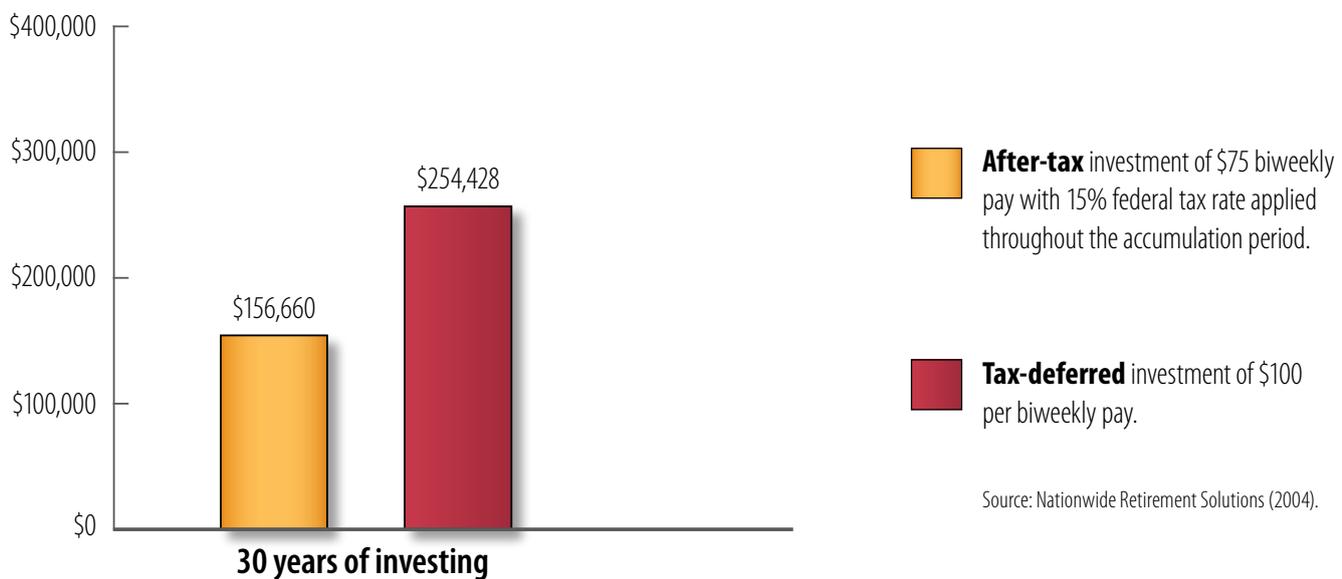
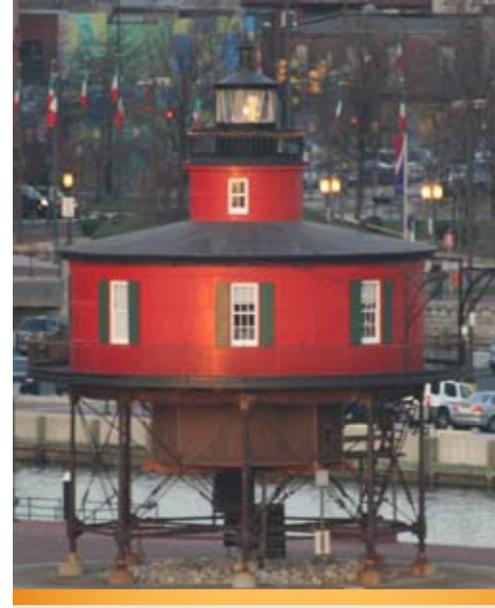


Illustration assumes single individual earning \$38,000 annually, claiming one federal tax deduction. For this individual, a pretax investment of \$100 equals a \$75 reduction in take-home pay per current withholding tax law. Example assumes biweekly investment of \$75 to an after-tax account, \$100 to a pretax, supplemental retirement plan, and a hypothetical 7% rate of return with income reinvested. Totals do not reflect any costs that may be incurred under a particular investment. If expenses were taken into account they would reduce the performance shown. An applicable federal tax rate of 15% is used for the taxable investment. Federal taxes are not reflected in the tax-deferred total, but upon withdrawal, federal taxes would apply. State income taxes are not reflected. This information is hypothetical. It is not intended to predict or project the returns of any specific investment. Returns will vary, particularly over the long term.



If you have questions about any of the plan details, we can answer them! Call Team MSRP at 1-800-545-4730 or see the Local Retirement Specialist territory map at the back of this Enrollment Kit.

HOW MUCH CAN YOU INVEST?

Under current laws and regulations, in 2009, you may contribute up to \$16,500 to a 457 plan and 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 \$5,500 to that plan. Altogether, in 2009, you may contribute up to \$22,000 in the 457, 401(k) and 403(b) plans.

Special 457 Catch-up

In the three years prior to, but not including, the year in which you plan to retire, you may be able to contribute up to an amount equal to the maximum deferral limit in effect for each of the years affected. In 2009, you may be able to contribute up to \$33,000 — twice the current maximum deferral limit — into your MSRP 457 account.

NOTE: Use of the Special 457 Catch-up Provision assumes you have under-contributed — deferred less than the maximum amount — to the 457 plan in previous years. It also suggests that you're about to enter several years of financial transition that may require special preparation. Let Team MSRP help. Call us toll-free at **1-800-545-4730**.

Altogether, you can contribute no more than 100% of your includible compensation to Maryland Supplemental Retirement Plans.

PUSH YOUR RETIREMENT TO THE LIMIT — CHALLENGE YOURSELF TO MAX OUT

	Maximum deferral limit	Deferral limit plus Age 50 Catch-up	Special 457 Catch-up deferral limit
YEAR 2008	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 defer as much as . . .
457 plan	\$16,500	\$22,000	\$33,000
401(k) plan / 403(b) plan	\$16,500	\$22,000	\$22,000 (use Age 50 Catch Up)
TOTAL	\$33,000	\$44,000	\$55,000

ENROLLING IS SIMPLE

The best time to think about your retirement is right now. That's because the sooner you start and the more you save, the better off you're likely to be.



**Questions about
planning for
your retirement?
We can answer them!**

Call Team MSRP at
1-800-545-4730.

The MSRP makes enrolling simple.

1. Determine if you want to invest either in age-based lifecycle funds or self-selected mutual funds.
2. Decide how much money you want to contribute.
3. Choose the plan(s) that will work best for you — the 457, 401(k) and/or the 403(b).

You can enroll online at MarylandDC.com, by calling Team MSRP at **1-800-545-4730**, or by completing the enclosed enrollment form and returning it to:

Nationwide Retirement Solutions
11350 McCormick Road
Executive Plaza 3, Suite 902
Hunt Valley, MD 21031

EASY ACCESS TO YOUR ACCOUNT

... seven days a week, 24 hours a day.

MarylandDC.com

Immediate, personalized account access for enrollment, 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 at 1-800-545-4730

24-hour account access for exchanges and allocation changes.

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

PROFESSIONAL FINANCIAL SERVICES AND RESOURCES

Individual Customer Service at 1-800-545-4730

Customer service representatives available to assist you Monday through Friday 8 a.m. to 9 p.m.

Personal Retirement Consultations

As you approach retirement, your Personal Retirement Specialists are available to help you plan for retirement.

They can help you:

- Evaluate your total financial picture so that you can determine your retirement income needs
- Choose the distribution option that's right for you
- Review your taxes on withdrawals (Note: We don't give tax or legal advice so you should consult with a tax or legal advisor for answers to specific questions.)
- Combine all your assets into one account. As you make decisions about rolling over assets, including funds from qualified retirement plans, deferred compensation 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 tax penalties.

To schedule an appointment, call **1-800-545-4730**.

Go to MarylandDC.com to learn when a local representative will be in your area.

Retirement Specialists and Personal Retirement Specialists are Registered Representatives of Nationwide Investment Services Corporation, member FINRA.

News and Education

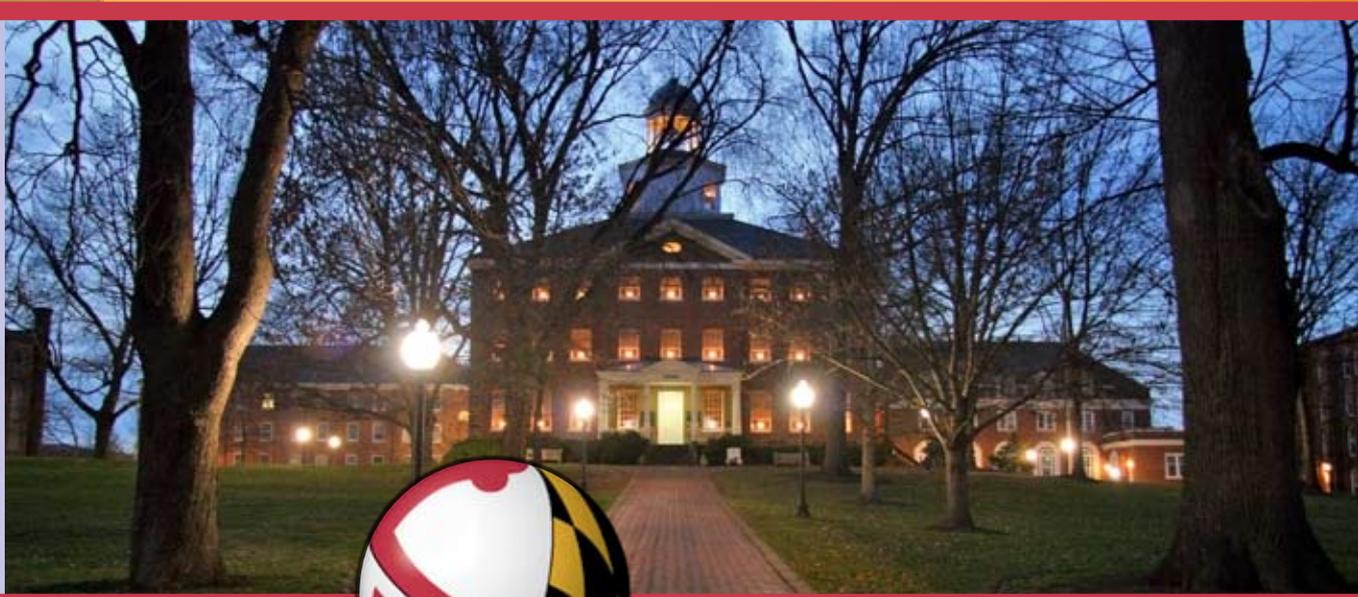
MSRP provides participants with quarterly educational account statements, investment option booklets, information kits, consolidated account statements, workshops and one-on-one education.

ONCE YOU'VE ENROLLED

When you enroll, you are required to name a beneficiary to receive your benefits if you die before your account is paid out. You may change your beneficiary at any time by completing a new Beneficiary Designation Form, which will supersede any previous beneficiary form.

Here's your five-step checklist once you are participating in a plan ...

- Be patient — consistently invest and let time work to your advantage.
- Review your asset allocation each year.
- Increase your contribution each year.
- Learn about combining your other retirement assets into your plan.
- Commit to your future — Team MSRP will be with you every step of the way.



MSRP

MARYLAND TEACHERS AND STATE EMPLOYEES SUPPLEMENTAL RETIREMENT PLANS

Administered by Nationwide Retirement Solutions, Inc.

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