



August 2013

Dear Plan Sponsor,

RE: Informational Update — Changes to the VT Retirement Income Advantage Fund

We are writing to inform you about important changes to the VantageTrust Retirement Income Advantage Fund (“Fund”) that is currently available in your plan(s)’s investment lineup. The changes outlined below will take place automatically in November 2013. **There is no action required on your part.**

The Fund invests in a Separate Account under a group variable annuity issued by Prudential Retirement Insurance and Annuity Company. The Separate Account, in turn, invests in a mix of registered funds and a collective trust with an allocation of approximately 60 percent equities and 40 percent fixed income.

Although the Separate Account’s overall asset allocation will remain the same, the Separate Account’s underlying funds are changing to enhance its diversification as follows:

- **Additional asset classes** — Small cap equities and inflation-protected bonds are being added to provide participants with exposure to these asset classes.
- **Actively-managed funds** — Actively-managed funds, which seek to outperform their benchmark or a specific index, are being added.

The tables below list the current underlying funds and the new underlying funds, along with the target allocations, that will become part of the Separate Account:

Current Underlying Funds		New Underlying Funds	
Fund Name	Target Allocation	Fund Name	Target Allocation
Equity Funds		Equity Funds	
Vanguard Institutional Index	35%	Vantagepoint Broad Market Index	25%
Vanguard FTSE All World ex-U.S. Index	15%	Vantagepoint Growth & Income	20%*
Vanguard Mid-Cap Index	10%	Vantagepoint International	15%*
Fixed Income Fund		Fixed Income Funds	
Prudential Core Conservative Intermediate Bond	40%	Vantagepoint Inflation Protected Securities	10%*
		Prudential Core Conservative Intermediate Bond	30%

*Actively-managed fund

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The following details changes to the underlying funds:

Greater Asset Class Diversification

The change in the underlying funds will result in exposure to additional asset classes: small-cap equities (through the Vantagepoint Broad Market Index Fund) and inflation-protected bonds (through the Vantagepoint Inflation Protected Securities Fund). Investment in small cap equities provides additional diversification by making available investments in other parts of the U.S. economy. Investments in inflation-protected securities are designed to provide a partial hedge against inflation, which can erode the value of fixed retirement payments over time.

A More Diversified Portfolio Management Style

While the majority of the Separate Account's assets remain passively managed, increasing the percentage that is actively managed from zero to 45 percent increases diversification by management style. The actively-managed Vantagepoint Funds being added employ a multi-manager strategy, a characteristic of The Vantagepoint Funds that seeks to enhance consistency of returns through complementary styles and the expertise of different managers.

Total Fund Expense Change

As a result of the changes to the underlying funds, the total expense ratio of the Fund is expected to increase from 2.13 percent to 2.27 percent. The increase is attributable to the introduction of new actively managed underlying funds in different asset classes that have higher expense ratios¹.

In addition to the changes in the underlying funds of the Separate Account, the Services Fee paid to ICMA-RC in exchange for providing recordkeeping, administrative, and other services to the Separate Account has been reduced.

We believe that the new Fund expense ratio remains competitive with other guaranteed lifetime income funds available in employer-sponsored plans.

All other aspects of the Fund, including guarantees and the guarantee fee of 1.00 percent, are unchanged. For additional information about the Fund, including information about fees and expenses, please review *VantageTrust Fees and Expenses*, *VantageTrust Retirement Income Advantage Fund Important Considerations*, and the *Retirement Investment Guide – Additional Information*.

If you have any questions about these changes or about your current fund lineup, please log into EZLink at www.icmarc.org. Within EZLink, you can view the "Contact Us" options located on each page and you can send an email directly to your Plan Sponsor Services team or use any of the additional options for contacting us.

Sincerely,

ICMA-RC

The VT Retirement Income Advantage Fund is offered through VantageTrust. The Fund invests in a group variable annuity issued by Prudential Retirement Insurance and Annuity Company (Prudential) CA COA #08003, Hartford, CT. Guarantees are based on Prudential's claims-paying ability and are subject to certain limitations, terms, and conditions. This annuity is issued under Contract form # GA-2020-TGWB4-0805-RC. Variable annuities are suitable for long-term investing, particularly retirement savings. Prudential, the Prudential logo, and the Rock symbol are service marks of the Prudential Insurance Company of America, Newark, NJ, and its related entities, registered in many jurisdictions worldwide. Note: This information must be accompanied or preceded by the *VantageTrust Retirement Income Advantage Fund Important Considerations* document.

¹ A Guarantee Fee of 1.00% is paid to Prudential for the VT Retirement Income Advantage Fund's guarantees. A Services Fee of 0.34% and an Investment Management Fee of 0.05% are paid to ICMA-RC in exchange for providing recordkeeping, administrative, investment management, and other services to the Separate Account. A Plan Administration Fee of 0.55% is paid to ICMA-RC. A Trust Expense of 0.01% is charged to cover VantageTrust operating expenses. Other Separate Account Fees and Expenses will total 0.32% for fees associated with the registered funds and collective trust fund held by the Separate Account. A significant portion of The Vantagepoint Funds' fees are paid to ICMA-RC subsidiaries for investment adviser and transfer agent services provided to The Vantagepoint Funds.



August 2013

Attention: Please review important information regarding updates to your plan's investment options.

Dear Plan Sponsor:

ICMA-RC, the investment adviser of the VantageTrust Company, has recommended, and the Board of Directors of the VantageTrust Company has approved, the closure of the funds listed below.

This letter is to notify you that effective on or about December 6, 2013, the eight VantageTrust Funds listed below, if currently available in your plan, will no longer be available as investment options.

VT Eaton Vance Large-Cap Value Fund
 VT Columbia Diversified Equity Income Fund
 VT Rainier Small/Mid Cap Equity Fund
 VT Royce Premier Fund
 VT Columbia Small Cap Value I Fund
 VT Royce Value Plus Fund
 VT Invesco Global Real Estate Fund
 VT Columbia Mid Cap Value Fund

Unless you instruct us otherwise, on or about December 6, 2013, asset balances, future contributions, and current allocations to the closing funds will be directed to the replacement funds as shown below. If not currently in your plan(s), the replacement funds will be added to your plan(s) prior to the transfer of assets. If the replacement funds are acceptable to you, **there is no action required.**

Closing Funds	Transfers to	Replacement Funds
VT Eaton Vance Large-Cap Value Fund	➔	VT Invesco Diversified Dividend Fund - <i>New</i>
VT Columbia Diversified Equity Income Fund	➔	VT Invesco Diversified Dividend Fund - <i>New</i>
VT Rainier Small/Mid Cap Equity Fund	➔	VT TimesSquare Mid Cap Growth Fund - <i>New</i>
VT Royce Premier Fund	➔	VT TimesSquare Mid Cap Growth Fund - <i>New</i>
VT Columbia Small Cap Value I Fund	➔	VT AllianzGI NFJ Small Cap Value Fund
VT Royce Value Plus Fund	➔	VT Oppenheimer Discovery Fund
VT Invesco Global Real Estate Fund	➔	VT Nuveen Real Estate Securities Fund
VT Columbia Mid Cap Value Fund	➔	VT Goldman Sachs Mid Cap Value Fund

Alternatively, you may elect to transfer the remaining assets in the closing funds to another fund or fund(s) currently in your lineup. If you would like to do so, **please follow these instructions:**

- Send an email to FundChangeResponses@icmarc.org by **October 11, 2013.**
- In the subject line, write **"VT Fund Updates."**
- In the email, include the full name(s) and number(s) of the plan(s) you are referencing and complete transfer instructions.

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The enclosed *Questions & Answers Regarding Upcoming Changes to Your Plan Lineup* provides details about the closing and replacement funds. The 2013 *Making Sound Investment Decisions: A Retirement Investment Guide* contains additional information about the replacement funds. You may access this document by logging into EZLink at www.icmarc.org. In addition, please visit the message center in EZLink for details about the funds' fees and expenses.

Participants will be notified of these fund changes in advance and they will be informed about how to make their own changes by logging into ICMA-RC's Account Access at www.icmarc.org or by contacting our Investor Services team.

If you have any questions about these changes or about your current fund lineup, please log into EZLink at www.icmarc.org. Within EZLink, you can view the "Contact Us" options located on each page and you can send an email directly to your Plan Sponsor Services team or use any of the additional options for contacting us.

Sincerely,

ICMA-RC

Enclosure

Disclosure:

Please read Making Sound Investment Decisions: A Retirement Investment Guide ("Guide") carefully for a complete summary of all fees, expenses, investment objectives and strategies, and risks. Investors should carefully consider this information before investing. For a current Guide, contact ICMA-RC by calling 800-669-7400 or visiting www.icmarc.org.

AC: 18408-0813-6758



Questions & Answers Regarding Upcoming Changes to Your Plan Lineup

As indicated in the enclosed letter, unless you instruct us otherwise, on or about December 6, 2013, asset balances, future contributions, and current allocations to the closing funds will be directed to the replacement funds as shown below.

Closing Funds	Transfers to	Replacement Funds
VT Eaton Vance Large-Cap Value Fund	➔	VT Invesco Diversified Dividend Fund - <i>New</i>
VT Columbia Diversified Equity Income Fund	➔	VT Invesco Diversified Dividend Fund - <i>New</i>
VT Rainier Small/Mid Cap Equity Fund	➔	VT TimesSquare Mid Cap Growth Fund - <i>New</i>
VT Royce Premier Fund	➔	VT TimesSquare Mid Cap Growth Fund - <i>New</i>
VT Columbia Small Cap Value I Fund	➔	VT AllianzGI NFJ Small Cap Value Fund
VT Royce Value Plus Fund	➔	VT Oppenheimer Discovery Fund
VT Invesco Global Real Estate Fund	➔	VT Nuveen Real Estate Securities Fund
VT Columbia Mid Cap Value Fund	➔	VT Goldman Sachs Mid Cap Value Fund

What do I need to do regarding the upcoming changes?

If the replacement funds as shown above are acceptable to you, **there is no action required.** The replacement funds will be added to your plan(s), and the transfer of assets, as described above, will occur on or about December 6, 2013, unless you instruct us otherwise.

Alternatively, you may elect to transfer the remaining assets in the closing funds to another fund or fund(s) currently in your lineup. If you would like to do so, **please follow these instructions:**

- Send an email to FundChangeResponses@icmarc.org by **October 11, 2013.**
- In the subject line, write “**VT Fund Updates.**”
- In the email, include the full name(s) and number(s) of the plan(s) you are referencing and complete transfer instructions.

As a plan sponsor, can I elect to keep the closing funds?

No. The funds will no longer be available as investment options through VantageTrust.

What are some examples of the factors considered when determining whether to close or keep a fund?

Factors considered for closing or keeping a fund include:

- **Fund management change(s)** – Continuity within the team managing the mutual fund;
- **Organizational change(s)** – Stability within the fund firm’s management team;
- **Performance** – Performance, over several time periods, relative to the fund’s market benchmark and its peer funds;
- **Strategy change(s)** – Consistency in the stated strategy and the actual implementation of that strategy; and/or,
- **Investment lineup streamlining** – Remove duplicative/underutilized funds in investment lineup in an effort to mitigate potential participant confusion.

(Over)

Why were the replacement funds chosen?

The underlying replacement funds were selected based on an analysis of several factors (see examples above), and the similarity of the fund being removed to the replacement fund, which helps minimize the disruption to participants' portfolio strategies.

What are the objectives, strategies, and risks associated with the replacement funds?

Please refer to the 2013 *Making Sound Investment Decisions: A Retirement Investment Guide* for information on the funds' objectives, strategies, and risks. You may access this document by logging into EZLink at www.icmarc.org. In addition, please visit the message center in EZLink for details about the funds' fees and expenses.

If a participant does not move his or her assets from the funds to be closed or redirect contributions or allocations, how will the assets, contributions, and allocations be directed?

Asset balances, future contributions, and current allocations to the closing funds will be directed to the replacement funds, as described above, beginning on or about December 6, 2013. However, if the plan sponsor elects to transfer the remaining assets in the closing funds to another fund or fund(s), then the participant's assets, contributions and allocations would be directed according to the plan sponsor's election.

How will these fund changes be communicated to participants?

Participants will be notified of these fund changes in advance of the implementation date (December 6, 2013) and they will be informed about how to make their own changes by logging into Account Access (www.icmarc.org) or by contacting our Investor Services team.

What if a participant wants to change the way his or her assets, contributions, or allocations are invested?

Participants can make changes at any time by logging into Account Access at www.icmarc.org. As with all investment decisions, investors should read *Making Sound Investment Decisions: A Retirement Investment Guide* (available in Account Access) carefully before making changes.

Disclosure:

Please read Making Sound Investment Decisions: A Retirement Investment Guide ("Guide") carefully for a complete summary of all fees, expenses, investment objectives and strategies, and risks. Investors should carefully consider this information before investing. For a current Guide, contact ICMA-RC by calling 800-669-7400 or visiting www.icmarc.org.