



SUPPLEMENTAL RETIREMENT PLANS



GOALMAKER

**Choose an investment mix that
fits your retirement goals, and
stay the course with GoalMaker**

How hard do you want your investments to work for you?

Choosing a mix of investments just might be one of the most important steps you will ever take when it comes to preparing for retirement. A key investment strategy—called asset allocation—could help you build a better financial future.

Asset allocation is the process of dividing your money among different types of assets—such as stocks, bonds, balanced investments, and stable-value investments. How you allocate your assets is one of the most important investment decisions you need to make because asset allocation is the most sound strategy for managing investment risk.

Fortunately, Prudential Retirement® and your NC Supplemental Retirement Plans (the NC 401(k) Plan and the NC Deferred Compensation Plan) offer GoalMaker®—a no cost, optional, and easy-to-use program that takes the hard work and guesswork out of choosing an investment mix.

GoalMaker helps NC Supplemental Retirement Plan members target the investment options that are best suited to their retirement goals. Using the investment options offered through the Plan to create 12 portfolios, GoalMaker has something for nearly every type of investor. If you're not sure about your investor personality, just take our simple Investor Style Quiz on page 6, which will help you identify whether you tend to be a conservative, moderate, or aggressive investor.

Once you elect to participate in GoalMaker, you get access to a great benefit called Automatic Rebalancing. (Rebalancing is the process by which money is moved among the funds in your retirement portfolio.) That's a good thing, because rebalancing means your asset allocation always stays in line with your retirement goals. And because it happens automatically, you never have to worry about it. GoalMaker really is simple and hassle-free!

GoalMaker makes it easy

If you're not comfortable making your own investment decisions, or maybe you're busy with your life and career, or you simply don't have time to sort through all the complex information out there, GoalMaker was designed specifically for members like you.

Using the investment options in the Plan as building blocks, GoalMaker lets you select from 12 different portfolios. These portfolios are based on investor style and years to retirement, or number of years until you retire.

Electing GoalMaker is simple—just fill out and mail or fax in the attached enrollment form, call **1-866-NCPlans** (1-866-627-5267), or visit **www.NCPlans.prudential.com**.

Automatic Age Adjustment feature keeps your portfolio on target

GoalMaker also offers an optional Age Adjustment feature, which automatically adjusts your asset allocation risk levels as you get closer to retirement. For example, let's say you enroll in GoalMaker at age 30. Since retirement is still more than 15 years away, you may choose a more aggressive portfolio because you have more time and can afford to weather the market's ups and downs over time. But as retirement gets closer, you may decide to switch to a more conservative portfolio to match your changing risk tolerance and help preserve your wealth. With GoalMaker's Age Adjustment feature, you can truly "set it and forget it." Once you've selected GoalMaker's Age Adjustment feature, no matter what your age when you enroll, you choose just one portfolio according to your investor style and years to retirement, and GoalMaker does the rest, making adjustments in your asset allocation over time to fit your age and financial goals.

Take advantage of GoalMaker today!

You can choose your own GoalMaker portfolio in three easy steps:

Step 1: Determine your investor style and years to retirement

If you're not sure of your investor style, simply complete the Investor Style Quiz on page 6. This quiz will help you determine your investor type based on the answers you provide. Once you know your personal investor style, and you indicate your years until retirement, you can easily figure out your investor style code, using this simple calculation:

For asset allocation to be a successful investment strategy, you should keep your retirement goals in mind and determine what type of investor you are. While every investor has different financial needs and expectations, each generally falls into one of three categories:

Description

Conservative investors generally are concerned about short-term ups and downs in the market, and want to minimize risk and maintain principal.

Moderate investors generally are willing to sacrifice safety of principal for potentially greater returns, and can tolerate modest market fluctuations.

Aggressive investors generally seek to maximize investment returns, and can tolerate substantial market fluctuations.

Style Code Years to retirement*

C	01	0-5
M	02	6-10
R	03	11-15
	04	16+

If you need help determining the type of investor you are, take our helpful **Investor Style Quiz**.

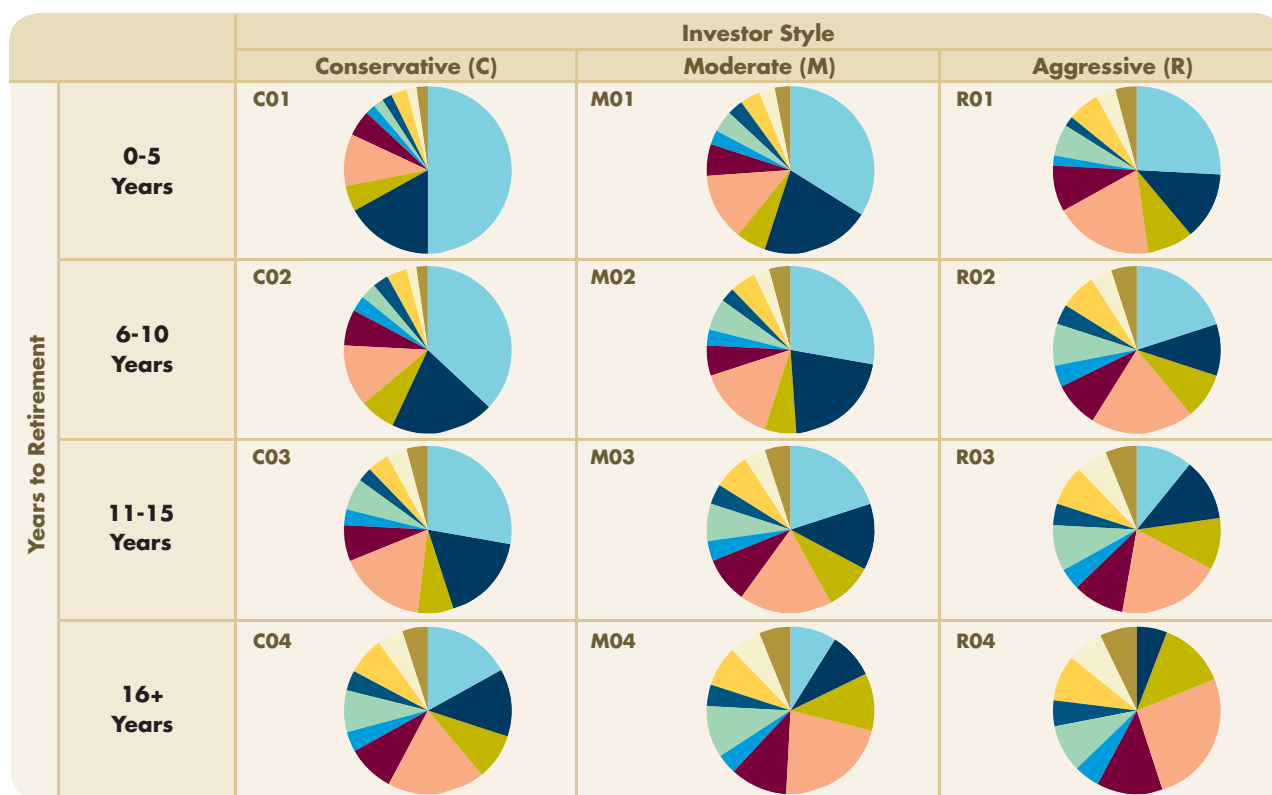
My Investor Style Code is:

* The number of years you have until retirement should be based on when you expect to begin taking money from your retirement account.



Step 2: Select the appropriate portfolio from one of the 12 portfolios

Based on your answers from Step 1, select one of the 12 portfolios below, which were built from the investments offered in the NC Supplemental Retirement Plans. Selecting a portfolio is easy: Just follow your two indicators—investor style and years to retirement—to the portfolio that matches your investment needs. Each portfolio contains different percentages of stocks, bonds, balanced investments, and stable-value investments, depending on years to retirement and investor style. By helping you determine these two factors, GoalMaker is able to help you find a mix of investments. Once you've selected a portfolio, simply locate the assigned portfolio code (C01, M01, etc.) in the table below to view the specific investments in your portfolio.



Portfolios*		C01	C02	C03	C04	M01	M02	M03	M04	R01	R02	R03	R04
		0-5yrs	6-10yrs	11-15yrs	16+yrs	0-5yrs	6-10yrs	11-15yrs	16+yrs	0-5yrs	6-10yrs	11-15yrs	16+yrs
Investment Options	NC Stable Value	50%	37%	28%	17%	34%	28%	20%	9%	26%	20%	11%	0%
	NC Fixed Income	17%	20%	17%	13%	21%	21%	13%	9%	13%	10%	12%	6%
	NC Large Cap Value	5%	7%	7%	9%	6%	6%	9%	11%	9%	9%	10%	13%
	NC Large Cap Index	10%	12%	17%	19%	13%	15%	18%	22%	19%	20%	20%	26%
	NC Large Cap Growth	5%	7%	7%	9%	6%	6%	9%	11%	9%	9%	10%	13%
	NC Small Mid Cap Value	2%	3%	3%	4%	3%	3%	4%	4%	2%	4%	4%	5%
	NC Small Mid Cap Index	2%	3%	6%	8%	4%	6%	7%	10%	6%	8%	9%	9%
	NC Small Mid Cap Growth	2%	3%	3%	4%	3%	3%	4%	4%	2%	4%	4%	5%
	NC Global	3%	4%	4%	7%	4%	5%	7%	8%	6%	7%	8%	9%
	NC International Index	2%	2%	4%	5%	3%	4%	5%	6%	4%	5%	6%	7%
	NC International	2%	2%	4%	5%	3%	3%	4%	6%	4%	4%	6%	7%

Step 3: Elect GoalMaker

You can elect GoalMaker by using the enrollment form included with this kit. You can also elect to participate in GoalMaker by visiting www.NCPlans.prudential.com or by calling **1-866-NCPlans** (1-866-627-5267).

What happens when you elect GoalMaker?

- Your entire account will be rebalanced according to the GoalMaker portfolio you select.*
- New contributions to your account will be invested based on your chosen portfolio at the contribution percentage you choose.
- If you have an outstanding loan, all loan repayments will be allocated according to the specific GoalMaker portfolio you have selected.

You can only invest in one GoalMaker portfolio at a time. That's because your GoalMaker portfolio is based on your current situation—at the time you choose GoalMaker. It's a good idea to review your GoalMaker portfolio periodically to confirm that it's in line with your current investment objectives and years to retirement, or the years you have until you begin taking withdrawals from your account.

Of course, as your years to retirement and goals change, you can simply select another GoalMaker portfolio. For example, as the number of years to your retirement decreases, you may wish to change to another GoalMaker portfolio that reflects your changing investment strategy.

Know your investor style and retirement goals

When selecting a GoalMaker portfolio, keep in mind that deciding on your specific needs is a personal decision. Most investors know they have to assume some risk to achieve a greater reward. Determining precisely how you allocate your money among the different categories of investments will depend on your personal investor style and time left until you begin taking distributions from your account. Using these two factors, GoalMaker helps you find a mix of investments that fits your retirement goals.

Participation in GoalMaker is not mandatory. It's a simplified program that's designed to make a complex investment decision easier for you. If you're comfortable making financial decisions, you may decide to allocate your own assets to match your unique needs. The final choice is yours.

** Investment of your account balance according to a GoalMaker portfolio can and will be canceled at any time if you direct Prudential to invest your account according to an investment allocation of your own design. The GoalMaker portfolios are subject to change including, for example, the replacement of investment options and the change of investment options as a percentage of the portfolio. You will be notified in writing in advance of any such changes.*

Application of asset allocation and diversification concepts does not ensure safety of principal and interest.

It is possible to lose money by investing in securities.

Why select Automatic Rebalancing?

Because financial markets don't always act in a way that best suits your retirement savings goals, GoalMaker offers a powerful feature called Automatic Rebalancing. You see, different parts of the stock market almost never go up or down at the same rate, which could cause your portfolio to move "out of balance" over time. By automatically rebalancing your investments each quarter, GoalMaker makes sure your retirement portfolio stays in line with its original asset allocation—and the investment strategy you intended.

For example, an investment option with high investment returns could become a larger percentage of your total portfolio than was intended. By selecting a GoalMaker portfolio, you direct your NC Supplemental Retirement Plans to automatically rebalance your account to ensure that it matches your initial investment allocation.

Take a look at the example below:

Let's say you've got \$100,000 in your retirement account, and you've allocated 100% of the assets in your portfolio equally across four different asset classes; 25% in large-cap stocks; 25% in small-cap stocks; 25% in mid-cap stocks, and 25% in a stable-value fund. So you've got \$25,000 invested in each asset class.

Additionally, let's assume that over the past year, large-cap stocks have outperformed all of the other asset classes. Because that asset class has done so well, the money you've invested in the large-cap portion of your portfolio has grown to \$40,000 from \$25,000. But you only want to have 25% invested in each asset class in order to keep your original asset allocation on track. Since large-cap stocks have outperformed the rest of the assets in your portfolio, your original asset allocation is now "off balance."

With GoalMaker, you don't have to worry about it. Each quarter, GoalMaker will automatically rebalance your investments to make sure your portfolio stays on target with your original asset allocation, investor style, and years to retirement.

A word of caution: Once you select GoalMaker, certain transactions—like allocation changes and transfers from your GoalMaker portfolio to other investment options in your Plan or within GoalMaker—may affect your participation in the GoalMaker program. You may continue to request loans or hardship withdrawals. However, making an allocation change or an exchange among funds after you've selected GoalMaker will discontinue your participation in the GoalMaker program. Why? Making an allocation change or an exchange among funds would cause your retirement plan account to be allocated differently than the GoalMaker portfolio you selected. If this happens, you will need to re-elect participation in GoalMaker in the future. Of course, you can always opt in or out of GoalMaker at any time without charge or penalty.

Your options for asset allocation

GoalMaker, or GoalMaker with Age Adjustment, is a great tool to help you select your investment portfolio. And electing the Age Adjustment feature is easy. Simply call **1-866-NCPlans** (1-866-627-5267), visit **www.NCPlans.prudential.com**, or use the GoalMaker election form in the back of this brochure. However, if you are comfortable making investment choices, you always have the option to design your own portfolio.

Need more information?

To learn more or to elect GoalMaker, call a Participant Service Representative at **1-866-NCPlans** (1-866-627-5267), visit **www.NCPlans.prudential.com**, or attend an upcoming education meeting where your Regional Retirement Education Manager can help!

Investor Style Quiz*

Still not sure what your investor style is? Answer the following questions to help get a clearer picture.

Please circle the answer that most closely shows how concerned you are with the following types of risk:

1) The possibility that I won't achieve a high enough rate of return over the long term.

- I am very concerned 10
- I am somewhat concerned 7
- I am not concerned 3

2) The loss of "buying power" or "quality of life" from the effects of inflation.

- I am very concerned 6
- I am somewhat concerned 4
- I am not concerned 1

3) Wide swings in the value of my account over 1–3 months.

- I am very concerned 0
- I am somewhat concerned 4
- I am not concerned 12

4) Wide swings in the value of my account over 1–2 years.

- I am very concerned 2
- I am somewhat concerned 6
- I am not concerned 12

5) Which of the following causes you the most concern about the investments in your account?

- My future ability to get back at least the same amount of money that I put in 2
- That my money is not earning enough 6
- How much I have gained or lost this month 0

6) One of the investments in your program has performed very well for a few years. If it suddenly dropped 15% in 3 months, what would you do?

- Sell immediately 0
- Hold it 6
- Buy more 8

Your experience with various investments can affect your comfort with the investments in your account. Please indicate the level of your experience and comfort with the following investment categories:

7) Your experience with stock investments

- A great deal 6
- A fair amount 4
- Very little 2
- None 1

8) Your experience with bond investments

- A great deal 5
- A fair amount 3
- Very little 2
- None 1

9) Your comfort level with stock investments

- A great deal 12
- A fair amount 10
- Very little 4
- None 0

10) Your comfort level with bond investments

- A great deal 7
- A fair amount 4
- Very little 3
- None 0

Please add up the points corresponding to each of your answers to determine your total score.

Total Score: *Conservative* 0 – 40 points
Moderate 41 – 60 points
Aggressive 61 + points

* This questionnaire is designed to be used as a guide only and is not intended as financial advice. Your financial decisions should not be based solely on the score you have obtained using the worksheet.

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Instructions Please print using blue or black ink. Complete this form only if you are enrolled in the plan. Please keep a copy for your records and send completed form to the following address or fax it to **1-866-439-8602**.

NC Plans Processing Center
PO Box 5340
Scranton, PA 18505

Questions?
Call 1-866-627-5267
for assistance.

About You

Plan number 002003 Who is your employer? _____ What Department do you work in? _____
(Please print entire employer name) (Please print entire department name)

Email address: _____
Social Security number _____ Daytime telephone number _____
_____-_____-_____

First name _____ MI _____ Last name _____
Address _____
City _____ State _____ ZIP code _____
Date of birth _____ Gender _____ Original date employed _____
_____/_____/_____
_____/_____/_____
month day year M F month day year

Investment Allocation
(Do not fill out more than one section.)

Fill out Part I or II. Please complete only one section.
By completing one of these sections you enroll in GoalMaker®, Prudential's asset allocation program, and you direct Prudential to invest your contribution(s) according to a GoalMaker model portfolio that is based on your risk tolerance and time horizon. You also direct Prudential to automatically rebalance your account according to the model portfolio chosen upon enrollment and on a quarterly basis. Enrollment in GoalMaker can be canceled or changed at anytime.

Part I GoalMaker with Automatic Age Adjustment:

Choose Your Risk Tolerance Conservative Moderate Aggressive

GoalMaker also automatically adjusts your allocations over time based on your current age and the expected retirement age. To ensure that your allocations are updated correctly please confirm your expected retirement age below. If an Expected Retirement Age is not provided, age 65 will be used.

Expected Retirement Age: _____

Part II GoalMaker without Automatic Age Adjustment:

By completing this section, I confirm that I do not want to take advantage of GoalMaker's Age-Adjustment Feature. Please invest my contributions according to the model portfolios selected below.

Please refer to the Retirement Planning Guide for more information.

GoalMaker Model Portfolio (check one box only)

Time Horizon	Conservative	Moderate	Aggressive
0 to 5 Years to retirement	<input type="checkbox"/> C01	<input type="checkbox"/> M01	<input type="checkbox"/> R01
6 to 10 Years to retirement	<input type="checkbox"/> C02	<input type="checkbox"/> M02	<input type="checkbox"/> R02
11 to 15 Years to retirement	<input type="checkbox"/> C03	<input type="checkbox"/> M03	<input type="checkbox"/> R03
16 Plus Years to retirement	<input type="checkbox"/> C04	<input type="checkbox"/> M04	<input type="checkbox"/> R04

Your Authorization
This section must be completed in order to process your enrollment.

I agree that Prudential Retirement, the Plan's trustees or the state of North Carolina will not be liable for any loss, liability, cost or expense for implementing my instructions via the Internet or by telephone. I understand that Prudential Retirement will execute on my instructions only when proper identification is simultaneously provided. This identification may consist of information that Prudential Retirement may reasonably deem necessary to establish my identity. I hereby give Prudential Retirement the right to tape record the telephone conversation of any telephone instructions received by Prudential Retirement.

X _____ Date _____
Participant's signature

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GoalMaker® Election Form

NC 457b DEFERRED COMPENSATION PLAN

Instructions

Please print using blue or black ink. Please keep a copy for your records and send completed form to the following address or fax it to 1-866-439-8602.

NC Plans Processing Center
PO Box 5340
Scranton, PA 18505

Questions?
Call 1-866-627-5267
for assistance.

About You

Plan number 0 1 2 0 0 3 Who is your employer? _____ What Department do you work in? _____
 (Please print entire employer name) (Please print entire department name)

Email address: _____

Social Security number _____ Daytime telephone number _____
area code

First name _____ MI _____ Last name _____

Address _____

City _____ State _____ ZIP code _____

Date of birth _____ Gender M F Original date employed _____
month day year month day year

Investment Allocation (Do not fill out more than one section.)

Fill out Part I or II. Please complete only one section.

By completing one of these sections you enroll in GoalMaker®, Prudential's asset allocation program, and you direct Prudential to invest your contribution(s) according to a GoalMaker model portfolio that is based on your risk tolerance and time horizon. You also direct Prudential to automatically rebalance your account according to the model portfolio chosen upon enrollment and on a quarterly basis. Enrollment in GoalMaker can be canceled or changed at anytime.

Part I GoalMaker with Automatic Age Adjustment:

Choose Your Risk Tolerance Conservative Moderate Aggressive

GoalMaker also automatically adjusts your allocations over time based on your current age and the expected retirement age. To ensure that your allocations are updated correctly please confirm your expected retirement age below. If an Expected Retirement Age is not provided, age 65 will be used.

Expected Retirement Age: _____

Part II GoalMaker without Automatic Age Adjustment:

By completing this section, I confirm that I do not want to take advantage of GoalMaker's Age-Adjustment Feature. Please invest my contributions according to the model portfolios selected below.

Please refer to the Retirement Planning Guide for more information.

GoalMaker Model Portfolio (check one box only)

Time Horizon	Conservative	Moderate	Aggressive
0 to 5 Years to retirement	<input type="checkbox"/> C01	<input type="checkbox"/> M01	<input type="checkbox"/> R01
6 to 10 Years to retirement	<input type="checkbox"/> C02	<input type="checkbox"/> M02	<input type="checkbox"/> R02
11 to 15 Years to retirement	<input type="checkbox"/> C03	<input type="checkbox"/> M03	<input type="checkbox"/> R03
16 Plus Years to retirement	<input type="checkbox"/> C04	<input type="checkbox"/> M04	<input type="checkbox"/> R04

Your Authorization This section must be completed in order to process your enrollment.

I agree that Prudential Retirement, the Plan's trustees or the state of North Carolina will not be liable for any loss, liability, cost or expense for implementing my instructions via the Internet or by telephone. I understand that Prudential Retirement will execute on my instructions only when proper identification is simultaneously provided. This identification may consist of information that Prudential Retirement may reasonably deem necessary to establish my identity. I hereby give Prudential Retirement the right to tape record the telephone conversation of any telephone instructions received by Prudential Retirement.

X _____ Date _____
Participant's signature



Notes



Notes



Save Well. Live Well.

30 Scranton Office Park
Scranton, PA 18507
1-866-NCPlans (1-866-627-5267)
www.NCPlans.prudential.com

The Prudential Stable Value Fund is a trust product and is comprised of a group annuity contract issued by The Prudential Insurance Company of America, and a portfolio of assets owned by the Supplemental Retirement Income Plan of North Carolina or designee. The group annuity contract is subject to approval by the North Carolina Department of Insurance. The Prudential Insurance Company of America, Newark, NJ, is a Prudential Financial company.

These GoalMaker model portfolios are based on generally accepted financial theories that take into account the historic returns of different asset classes. Past performance of any investment product does not guarantee future results. In considering the appropriateness of any model portfolio to your individual situation, you should consider your other assets, income, and investments in addition to your account balance under your retirement Plan. Investors should carefully consider a fund's investment objectives, risks, charges and expenses before investing. For more complete information about the funds that comprise the GoalMaker model portfolios, please call 1-800-627-5267 for free fund fact sheets that contain this and other information about the funds. Read the materials carefully before investing.

GoalMaker's model allocations are based on generally accepted financial theories that take into account the historic returns of different asset classes. But, of course, past performance of any investment does not guarantee future results. Prudential Financial encourages participants to consider their other assets, income, and investments when enrolling in the GoalMaker program. We also recommend participants periodically reassess their GoalMaker investments to make sure their model portfolio continues to correspond to their changing attitudes and retirement time horizon.

These funds are not part of Prudential Retirement's Manager of Managers Program, Prudential Retirement does not assume any responsibility for the Plan's decision to invest in these funds, to monitor their performance or to provide information regarding these funds. Each of those is the sole responsibility of the Plan. To the extent Prudential Retirement provides the fund performance, it makes no warranty as to the accuracy of this fund information and makes no undertaking to continue to provide such information unless Prudential Retirement agrees to continue to provide such information in writing.

For more complete information about the investment options available through your Plan, including charges and expenses, please call 1-866-NCPlans (1-866-627-5267).

The investment options listed within this brochure and your Plan are insurance separate accounts and are issued under group annuity contracts by Prudential Retirement Insurance and Annuity Company (PRIAC), Hartford, CT, a Prudential Financial company. Prudential Retirement is a registered service mark of The Prudential Insurance Company of America, Newark, NJ and its affiliates. Prudential Retirement is a Prudential Financial business.

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PRUDENTIAL RETIREMENT