Part I: Information About The Plan

Introduction

The University of Maine System Optional Retirement Savings Plan (ORSP) for Employees is a supplemental, matching plan to the University of Maine System Non-Contributory Retirement Plan (NCRP) which provides you an additional opportunity to save for your retirement. This brochure provides a description of the ORSP and illustrates the advantages of participating in the Plan.

1. What is the University of Maine System Optional Retirement Savings Plan (ORSP)?

   The University of Maine System (the "Institution") ORSP (the "Plan") is a defined contribution plan that operates under Section 403(b) of the Internal Revenue Code (IRC) for Participant Plan contributions and under Section 401(a) of the IRC for Institution Plan contributions. The
Plan was established on February 1, 1997 for the purpose of providing retirement benefits for participating employees as a supplement to the University of Maine System Non-Contributory Retirement Plan (NCRP). Plan contributions made on your behalf will be directed to fixed and variable TIAA-CREF Group Retirement Annuity* (GRA) contracts issued to you. Benefits are provided through:

A. **Teachers Insurance and Annuity Association (TIAA)**. TIAA provides a traditional annuity and a variable annuity through its Real Estate Account. You can receive more information about TIAA by writing to: TIAA, 730 Third Avenue, New York, NY 10017. You also can receive information by calling 1 800 842-2733.

B. **College Retirement Equities Fund (CREF)**. CREF is TIAA's companion organization, providing variable annuities. You can receive more information about CREF by writing to: CREF, 730 Third Avenue, New York, NY 10017. You also can receive information by calling 1 800 842-2733.

The Institution is the administrator of the Plan and has designated the Director of Employee Benefits for the University of Maine System to be responsible for plan operation. The plan year begins on January 1 and ends on December 31.

* TIAA-CREF Group Retirement Annuities are offered through a Group Retirement trust under Section 401(a), 403(a) or 403(b) of the Internal Revenue Code.

2. **Who is eligible to participate in the Plan?**

All eligible employees of the Institution can participate in the Plan. Eligible employee means all full-time regular or benefits regular classified employees, who participate in the University of Maine System Non-Contributory Retirement Plan (NCRP).

3. **When do I become eligible to participate in the Plan?**

If you are an eligible employee, you may, on a voluntary basis, participate in this Plan on the first day of the month after you fulfill all of the following requirements:

* you complete one year of service at the Institution (See the question "How are years of service counted?" for information on how years of service are measured.); and

* you attain age 21; and

* you participate in the University of Maine System NCRP.

If you are a former employee who is reemployed by the Institution, you may begin participation in the Plan immediately after reemployment provided you satisfy the NCRP Break-In-Service provisions; otherwise, eligibility is as stated above.

The enrollment forms must be completed and returned to the Institution. You will be notified when you've completed the requirements needed to participate in the Plan. All determinations about eligibility and participation
will be made by the Institution and are based on its determinations on its records and the official plan document on file with the plan administrator.

You will continue to be eligible for the plan until any one of the following conditions occur:

* you stop contributing to the Plan; or
* you cease to be an eligible employee; or
* the plan is terminated.

4. What contributions will be made?

When you begin participation in the Plan, contributions will be made automatically to the funding vehicles that you've chosen. The contributions are based on a percentage of your compensation, according to the schedule shown below. If you participate in the Plan for only a part of a year, your allocation will be based on the portion of compensation earned during the period in which you participate. Plan contributions by you are voluntary and are made on either a before-tax (salary reduction) or after-tax (salary deduction) basis.

Institution Plan contributions will be made only if you have made your required contribution.

Plan contributions made by you on a before-tax basis will be made under a written salary reduction agreement with the Institution. Under the agreement, your salary paid after the agreement is signed is reduced and the amount of the reduction is applied as premiums to one or more of the funding vehicles you select that are available under this Plan. You may terminate your salary reduction agreement at any time. And, you may sign a new salary reduction agreement with the Institution up to four times per calendar year.

Plan Contributions as a Percentage of Compensation

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Compensation means the base earnings each pay period excluding overtime pay, bonuses, and any other forms of supplemental renumeration. Compensation taken into account under the Plan cannot exceed the limits of IRC Section 401(a)(17). The limit under Section 401(a)(17) is $150,000, adjusted by the Internal Revenue Service for increases in cost-of-living. Contributions are remitted monthly to TIAA-CREF.

5. Is there a limit on contributions?
Yes. The total amount of contributions made on your behalf for any year will not exceed the limits imposed by IRC Sections 415 and 403(b). These limits may be adjusted from time to time. The amount of Plan contributions will also be subject to the IRC Section 401(m) limit. For more information on these limits, contact your plan administrator or fund sponsor.

In addition, salary reduction contributions to this Plan will be further limited by IRC Section 402(g) limit. If you have made salary reduction contributions that exceed the 402(g) limit, you should request a distribution of the excess by notifying the Plan administrator by March 1 of the following year. The excess will be distributed to you by April 15.

6. Do contributions continue during a paid leave of absence?

During a paid leave of absence, Plan contributions will continue to be made based on your compensation paid during your leave of absence. No contributions will be made during an unpaid leave of absence.

7. Do contributions continue if I become disabled?

If you become totally disabled, Plan contributions will continue to be made based on your compensation immediately before you became disabled, subject to the limits imposed by the IRC.

8. Do contributions continue while I'm on active duty in the Armed Forces?

If you are absent from employment by reason of service in the uniformed services of the United States, once you return to actual employment, you and the Institution will make those contributions to the Plan that would have been made if you had remained employed at the Institution during your period of military service to the extent required by law.

9. When do my plan contributions become vested (i.e., owned by me)?

You are fully and immediately vested in the benefits arising from contributions made under this Plan. Such amounts are nonforfeitable.

10. How are years of service counted?

You are credited with a year of service for each 12-month period (computation period) during which you complete 1,000 or more hours of service.

Hours of service will be determined on the basis of actual hours that you are paid or entitled to payment.

For purposes of determining your eligibility to participate, the computation period starts with your date of employment or anniversary of your employment date.

11. What is the normal retirement age under the Plan?

The normal retirement age under the Plan is age 65. Annuity income usually begins on the first of the month following that date.

12. When does my retirement income begin?
Although income usually begins at normal retirement age, you may begin to receive annuity income from accumulations attributable to your Plan contributions at any time after termination of employment, which may be either earlier or later than the normal retirement age. And, you may begin to receive annuity income from accumulations attributable to Institution Plan contributions at any time after termination of employment.

Retirement benefits must normally begin no later than April 1 of the calendar year following the year in which you attain age 70 1/2 or, if later, April 1 following the calendar year in which you retire. Failure to begin annuity income by the required beginning date may subject you to a substantial federal tax penalty.

If you die before the distribution of benefits has begun, your entire interest must normally be distributed by December 31 of the fifth calendar year after your death. Under a special rule, death benefits may be payable over the life or life expectancy of a designated beneficiary if the distribution of benefits begins not later than December 31 of the calendar year immediately following the calendar year of your death. If the designated beneficiary is your spouse, the commencement of benefits may be deferred until December 31 of the calendar year that you would have attained age 70 1/2 had you continued to live.

The payment of benefits according to the above rules is extremely important. Federal tax law imposes a 50 percent excise tax on the difference between the amount of benefits required by law to be distributed and the amount actually distributed if it is less than the required minimum amount.

Your fund sponsor will normally contact you several months before the date you scheduled your benefits to begin on your application. You may decide, however, to begin receiving income sooner, in which case you should notify the fund sponsor in advance of that date. Usually, the later you begin to receive payments, the larger each payment will be.

13. What options are available for receiving retirement income?

You may choose from among several income options when you retire.

**A Single Life Annuity.** This option pays you an income for as long as you live, with payments stopping at your death. A single life annuity provides you with a larger monthly income than other options. This option is also available with a 10-, 15-, or 20-year guaranteed payment period (but not exceeding your life expectancy at the time you begin annuity income). If you die during the guaranteed period, payments in the same amount that you would have received continue to your beneficiary(ies) for the rest of the guaranteed period.

**A Survivor Annuity.** This option pays you a lifetime income, and if your annuity partner lives longer than you, he or she continues to receive an income for life. The amount continuing to the survivor depends on which of the following three options you choose:

* **Two-thirds Benefit to Survivor.** At the death of either you or your annuity partner, the payments are reduced to two-thirds the amount that would have been paid if both had lived, and are continued to the survivor for life.

* **Full Benefit to Survivor.** The full income continues as long as either you or your annuity partner is living.
* Half Benefit to Second Annuitant. The full income continues as long as you live. If your annuity partner survives you, he or she receives, for life, one-half the income you would have received if you had lived. If your annuity partner dies before you, the full income continues to you for life.

All survivor annuities are available with a 10-, 15-, or 20-year guaranteed period, but not exceeding the joint life expectancies of you and your annuity partner. The period may be limited by federal tax law.

A Minimum Distribution Option (MDO). The MDO enables participants to automatically comply with federal tax law distribution requirements. With the MDO, you'll receive the minimum distribution that is required by federal tax law while preserving as much of your accumulation as possible. The minimum distribution will be paid to you annually unless you elect otherwise. This option is generally available in the year you attain age 701/2 or retire, if later.

14. Is there a way I can receive income while preserving my accumulation?

Yes, for TIAA participants between ages 55 and 691/2 with a TIAA Traditional Annuity accumulation of at least $10,000. Under the TIAA Interest Payment Retirement Option (IPRO), you will receive monthly payments equal to the interest (guaranteed plus dividends) that would otherwise be credited to your TIAA Traditional Annuity. Payments will be made at the end of each month. Your accumulation is not reduced while you are receiving interest payments.

Payments under the IPRO will consist of the contractual interest rate (currently three percent), plus dividends as declared by TIAA's Board of Trustees. Dividends are declared each March for the following 12-month period and are not guaranteed after the 12-month period has expired. If you elect the IPRO, these rates will be used to determine your monthly payment rather than be credited to your annuities.

Interest payments made under the IPRO must continue for at least 12 months. Once you start receiving interest income payments, you must continue receiving them until you begin receiving your accumulation under an annuity income option. Usually, you may delay beginning your annuity income benefits as late as permitted under federal law. When you do begin annuity income from your TIAA Traditional Annuity accumulation, you may choose any of the lifetime annuity income options available under your TIAA contract.

If you die while receiving interest payments under the IPRO, your beneficiary will receive the amount of your starting accumulation, plus interest earned but not yet paid. If you die after you've begun receiving your accumulation as an annuity, your beneficiary will receive the benefits provided under the annuity income option you've selected.

15. May I receive a portion of my income in a single payment after termination of employment?

Yes, you may receive a portion of your income in a single sum after termination of employment if you choose the Retirement Transition Benefit option. This option lets you receive a one-sum payment of up to 10 percent of your TIAA and CREF accumulations at the time you start to receive your income as
an annuity. The one-sum payment cannot exceed 10 percent of each account's accumulation then being converted to annuity payments.

16. May I receive benefits for a fixed-period after termination of employment?

Yes, you may receive benefits for a fixed-period after termination of employment. The fixed-period option pays you an income over a fixed-period of between five and 30 years for TIAA Traditional Annuity accumulations and two and 30 years for CREF and TIAA Real Estate Account accumulations. At the end of the selected period, all benefits will end. If you die during the period, payments will continue in the same amount to your beneficiary for the duration.

Tax law requires that the period you choose not exceed your life expectancy or the joint life expectancy of you and your beneficiary.

17. May I receive a cash withdrawal from the Plan after termination of employment?

Yes, you may receive all of your TIAA and CREF accumulations as a cash withdrawal after you terminate employment, if your age plus years of service at the University of Maine System equal at least 65. A withdrawal of TIAA Traditional Annuity accumulations is subject to a 2.5% surrender charge and must be made within 120 days of termination of employment. There is no surrender charge or time limit on the withdrawal of CREF and TIAA Real Estate Account accumulations.

You can elect to receive your cash withdrawal of CREF and TIAA Real Estate Account accumulations through a series of systematic payments using TIAA-CREF's Systematic Withdrawal service. This service allows you to specify the amount and frequency of payments. Currently, the initial amount must be at least $100 per account. Once payments begin, they will continue for the period you specify. You can change the amount and frequency of payments, as well as stop and restart payments as your needs dictate. There is no charge for this service.

18. If I only have a "small sum" in my TIAA-CREF contracts after termination of employment, may I receive it in a single sum?

Yes, you may receive your TIAA-CREF Group Retirement Annuities (GRAs) accumulations in a single sum provided you have terminated employment. In addition, all of the following conditions must apply at the time you make your request for a "small sum" payment:

1. Your total TIAA Traditional Annuity GRA accumulation is $2,000 or less.

2. You don't have a TIAA Transfer Payout Annuity (TPA).

Withdrawals from the TIAA Traditional Annuity are subject to a surrender charge of 2.5%.

Upon request for the small sum payment, the amount paid to you will be in full satisfaction of your rights to retirement or survivor benefits from TIAA-CREF on such amounts.

Also, as explained earlier, you may elect to receive a cash withdrawal of your TIAA Traditional Annuity accumulations within 120 days of your termination.
of employment from the Institution. CREF and TIAA Real Estate Account accumulations may be withdrawn at any time after termination of employment.

19. May I receive a cash withdrawal from the Plan while still employed?

No, you cannot receive a cash withdrawal while you are employed.

20. May I rollover my accumulations?

If you're entitled to receive a distribution from your contract which is an eligible "rollover distribution," you may roll over all or a portion of it either directly or within 60 days after receipt into another Section 403(b) retirement plan or into an IRA. An eligible rollover distribution, in general, is any cash distribution other than an annuity payment,

a minimum distribution payment or a payment which is part of a fixed period payment over ten or more years. The distribution will be subject to a 20 percent federal withholding tax unless it's rolled over directly into another retirement plan or into an IRA-this process is called a "direct" rollover.

If you have the distribution paid to you, then 20 percent of the distribution must be withheld even if you intend to roll over the money into another retirement plan or into an IRA within 60 days. To avoid withholding, instruct the fund sponsor to directly roll over the money for you.

21. What if I die before starting to receive benefits?

If you die before beginning retirement benefits, the full current value of your annuity accumulation is payable as a death benefit. You may choose one or more of the options listed in your annuity contracts for payment of the death benefit, or you may leave the choice to your beneficiary. The payment options include:

* Income for the lifetime of the beneficiary with payments ceasing at his or her death.

* Income for the lifetime of the beneficiary, with a minimum period of payments of either 10, 15, or 20 years, as selected.

* Income for a fixed period of not less than five nor more than 30 years for TIAA Traditional Annuity accumulations and not less than two nor more than 30 years for CREF and TIAA Real Estate Account accumulations as elected, but not longer than the life expectancy of the beneficiary.

* A single sum payment.

* A minimum distribution option. This option pays the required federal minimum distribution each year.

* The accumulation may be left on deposit, for up to one year, for later payment under any of the options.

Federal tax law puts limitations on when and how beneficiaries receive their death benefits. TIAA-CREF will notify your beneficiary of the applicable requirements at the time he or she applies for benefits.
You should review your beneficiary designation periodically to make sure the person you want to receive the benefits is properly designated. You may change your beneficiary by completing the "Designation of Beneficiary" form available from TIAA-CREF. If you die without having named a beneficiary and you are married at the time of your death, your spouse will automatically receive half of your accumulation. Your estate will receive the other half. If you're not married, your estate receives the entire accumulation.

**Part II: Information About The Fund Sponsors**

1. **What fund sponsors and funding vehicles are available under the Plan?**

   Contributions may be invested in one or more of the following fund sponsors and their funding vehicles that are currently available under this Plan:

   A. Teachers Insurance and Annuity Association (TIAA):
      
      TIAA Group Retirement Annuity (GRA):
      
      Traditional Annuity
      
      Real Estate Account

   B. College Retirement Equities Fund (CREF):
      
      CREF Group Retirement Annuity (GRA):
      
      Stock Account
      
      Money Market Account
      
      Bond Market Account
      
      Social Choice Account
      
      Global Equities Account
      
      Growth Account
      
      Equity Index Account
      
      Inflation-Linked Bond Account

   Any additional accounts offered by TIAA-CREF will automatically be made available to you under this plan unless the Institution elects otherwise.

   The Institution's current selection of fund sponsors and funding vehicles isn't intended to limit future additions or deletions of fund sponsors and funding vehicles. You'll be notified of any additions or deletions.

2. **How do the retirement contracts work?**

   **TIAA Traditional Annuity:** Contributions to the TIAA Traditional Annuity are used to purchase a contractual or guaranteed amount of future retirement
benefits for you. Once purchased, the guaranteed benefit of principal plus interest cannot be decreased, but it can be increased by dividends. Once you begin receiving annuity income, your accumulation will provide an income consisting of the contractual, guaranteed amount plus dividends that are declared each year and which are not guaranteed for the future. Dividends may increase or decrease, but changes in dividends are usually gradual. For a recorded message of the current interest rate for contributions to the TIAA Traditional Annuity, call the Automated Telephone Service (ATS) at 1 800 842-2252. The ATS is available 24 hours a day, seven days a week.

**CREF and the TIAA Real Estate Account:** You have the flexibility to accumulate retirement benefits in any of the CREF variable annuity accounts approved for use under the Plan, as indicated above, and the TIA Real Estate Account. Each account has its own investment objective and portfolio of securities. Contributions to a CREF account and the Real Estate Account are used to buy accumulation units, or shares of participation in an underlying investment portfolio. The value of the Accumulation Units changes each business day. You may also choose to receive annuity income under any of the CREF accounts and the TIAA Real Estate Account. There is no guaranteed baseline income or declared dividends when you receive annuity income from these accounts. Instead, your income is based on the value of the annuity units you own, a value that changes yearly, up or down. For more information on the CREF accounts, you should refer to the CREF prospectus. For more information about the TIAA Real Estate Account, refer to the TIAA Real Estate Account prospectus.

For a recorded message of the latest accumulation unit values for the CREF Accounts and TIAA Real Estate Account, as well as the seven-day yield for the CREF Money Market Account, call the ATS at 1 800 842-2252 The recording is updated each business day.

3. **How do I allocate my contributions?**

You may allocate contributions among the TIAA Traditional Annuity, the TIAA Real Estate Account, and the CREF Accounts in any whole-number proportion, including full allocation to any Account. You specify the percentage of contributions to be directed to the TIAA Traditional Annuity, the TIAA Real Estate Account, and/or the CREF Accounts on the "Enrollment for TIAA-CREF Group Retirement Annuity Certificates" when you begin participation. You may change your allocation of future contributions at any time after participation begins by calling the ATS toll free at 1 800 842-2252. When you receive your certificates, you'll also be sent a Personal Identification Number (PIN). The PIN enables you to change your allocation by using the ATS. For more information on allocations, ask for the TIAA-CREF booklet Guiding Your Retirement Savings.

4. **May I transfer my accumulations?**

Accumulations may be transferred among the CREF accounts and the TIAA Real Estate Account. Accumulations in the CREF Accounts and TIAA Real Estate Account also may be transferred to the TIAA Traditional Annuity. Complete transfers may be made at any time. Partial transfers may be made from a CREF Account or the TIAA Real Estate Account to the TIAA Traditional Annuity, among the CREF accounts and the TIAA Real Estate Account, at any time as long as at least $1,000 is transferred each time. There's no charge for transferring accumulations in the TIAA-CREF system.

TIAA Traditional Annuity accumulations may be transferred to any of the CREF accounts and TIAA Real Estate Account through the Transfer Payout Annuity
Transfers will be made in substantially equal annual amounts over a period of 10 years. Transfers made under the TPA contract are subject to the terms of that contract. The minimum transfer from the TIAA Traditional Annuity to a CREF account or the TIAA Real Estate Account is $10,000 (or the entire accumulation if it totals less than $10,000). However, if your total TIAA Traditional Annuity accumulation is $2,000 or less, you can transfer your entire TIAA Traditional Annuity accumulation in a single sum to any of the CREF accounts or the TIAA Real Estate Account as long as you do not have an existing TIAA TPA contract in force.

You may complete transfers within the TIAA-CREF system either by phone or in writing. CREF and TIAA Real Estate Account transfers, as well as premium allocation changes, will be effective as of the close of the New York Stock Exchange (usually 4:00 p.m. Eastern time) on the day the instructions are received by TIAA-CREF, unless you choose the last day of the current month or any future month. Instructions received after the close of the New York Stock Exchange are effective as of the close of the Stock Exchange on the next business day. The toll-free number to reach the ATS is 1 800 842-2252.

5. May I begin my retirement income at different times?

Yes. Once you decide to receive your benefits as income, you have the flexibility to begin income from the TIAA Traditional Annuity, the TIAA Real Estate Account, and CREF accounts on different dates. You may begin income from each CREF account and the TIAA Real Estate Account on more than one date provided you begin income from at least $10,000 of accumulation in that account.

6. May I receive my retirement accumulations under different income options?

Yes, under current administrative practice, you can elect to receive income from your TIAA and CREF annuities under more than one income option to meet your specific retirement needs. However, you must begin income from at least $10,000 of accumulation under each option.

7. What information do I regularly receive about my contracts?

Each year, you will receive an annual Annuity Benefits Report from TIAA-CREF that shows the total accumulation value at year-end for your contracts. This is the amount of death benefits your spouse or other beneficiary would have received on that date. It also includes an illustration of the annuity income you would receive at retirement under certain stated assumptions as to future premiums, your retirement age, the income option and payment method selected, TIAA Traditional Annuity dividends, and the investment experience of the TIAA Real Estate Account and the CREF accounts. These factors affect the amount of your retirement income.

TIAA-CREF also sends you a Quarterly Confirmation of Transactions. This report shows the accumulation totals, a summary transactions made during the period, TIAA interest credited, and the number and value of TIAA Real Estate Account and CREF account accumulation units. You also may receive Premium Adjustment Notices. These notices summarize any adjustments made to your annuities and are sent at the time the adjustments are processed.
And once a year, you'll receive the TIAA-CREF Annual Report. The Annual Report summarizes the year's activity, including details on TIAA and CREF investments, earnings, and investment performance.

**Part III: Additional Information**

1. **How is the Plan administered?**

   Benefits under the plan are provided by annuity contracts issued to Participants by TIAA-CREF. The Director of Employee Benefits for the University of Maine System has been designated the Plan Administrator by the Institution. The Plan Administrator is responsible for enrolling participants, forwarding Plan contributions for each participant to the fund sponsors selected, and performing other duties required for operating the Plan.

2. **May the terms of the Plan be changed?**

   While it's expected that the Plan will continue indefinitely, the Institution reserves the right to modify or discontinue the Plan at any time. The Institution, by action of its Board, also may delegate any of its power and duties with respect to the Plan or its amendments to one or more officers or other employees of the Institution. Any such delegation shall be stated in writing. The Institution will exercise good faith, apply standards of uniform application, and refrain from arbitrary action.

3. **How do I get more information about the Plan?**

   Requests for information about the Plan and its terms, conditions and interpretations including eligibility, participation, contributions, or other aspects of operating the Plan should be in writing and directed to:

   Director of Employee Benefits  
   University of Maine System  
   107 Maine Avenue  
   Bangor, ME 04401

4. **Does the Plan cover union employees?**

   Yes, the Plan is maintained in accordance with applicable collective bargaining agreements. A copy of the agreements may be obtained for examination by you or your beneficiaries by writing to the Plan administrator.

5. **Is the Plan insured by the Pension Benefit Guaranty Corporation (PBGC)?**

   No. Since the Plan is a defined contribution plan, it isn't insured by the PBGC. The PBGC is the government agency that guarantees certain types of benefits under covered plans.

6. **Who is the agent for service of legal process?**
The agent for service of legal process is: The University of Maine System located at 107 Maine Avenue, Bangor, ME 04401.

Equal Opportunity Statement

In complying with the letter and spirit of applicable laws and in pursuing its own goals of pluralism, the University of Maine System shall not discriminate on the grounds of race, color, religion, sex, sexual orientation, national origin, citizenship status, age, disability or veterans status in employment, education, and all other areas of the University. The University provides reasonable accommodations to qualified individuals with disabilities upon request.

Questions and complaints about discrimination in any area of the University should be directed to the appropriate campus Equal Opportunity Director or to Sally Dobres, Equal Opportunity Director or to David Wilson, Director of Facilities, (207) 973-3335 (voice). Both may also be reached at 107 Maine Avenue, Bangor, Maine 04401 or at (207) 973-3300 (TDD). Inquiries about discrimination may also be referred to the Maine Human Rights Commission, U.S. Equal Employment Opportunity Commission, Office of Civil Rights of the U.S. Department of Education, or other appropriate federal or state agencies.

To request this publication in an alternate format, please contact the System Office of Human Resources at 973-3200 (voice) or 973-3300 (TDD).

Teachers Insurance and Annuity Association College Retirement Equities Fund
Ensuring the future for those who shape it. SM