

Qualified DISTRIBUTION NOTICE

Retirement Plan *Important Information About Your Qualified Retirement Plan Distribution*

INTRODUCTION

As a participant in your employer's qualified retirement plan, you have accumulated a vested account balance. You may receive your vested account balance only if you incur a triggering event. You may incur a triggering event if:

- you quit working for your employer,
- you attain the normal retirement age indicated in the plan,
- you become disabled,
- your employer terminates the plan,
- your plan permits in-service distributions,
- your plan permits distributions during phased retirement (only applicable to certain plans and limited to participants that have attained age 62), or
- you incur a hardship (only applicable to certain plans).

However, you must refer to your Summary Plan Description to identify the specific triggering events which apply under your plan.

NOTE: Generally, payments from your employer's qualified retirement plan must be delayed for a minimum of 30 days after you receive this notice, to allow you time to consider your distribution options. Although you are entitled to consider your distribution options for a period of 30 days, you may waive this 30 day notice requirement. If you are subject to the Retirement Equity Act (REA) notice requirements and you waive the 30 day notice requirement, your employer must wait seven days from the date you received this notice before commencing distributions.

The law dictates the optional forms that your payments may take. The law also specifies how the different types of payments will be taxed. This notice summarizes your distribution options and illustrates the financial effect and the tax consequences of each distribution option.

Section One of this notice describes the plan payment options available to you. Section Two describes your beneficiary(ies) payment options. Section Three contains a special tax notice, required by the IRS, that explains the tax treatment of your plan payment and describes the direct rollover option for eligible rollover distributions. Section Four, if applicable, describes the plan payment options available to you and your beneficiaries for the portion of your plan that represents Roth elective deferrals and the attributable earnings, in addition to explaining the tax treatment of these distributions and rollover options.

NOTE: The payment amounts indicated in this notice are only examples. The calculations for the qualified joint and survivor annuity are based on standard mortality tables using a five percent interest rate and a payment age of 65. Actual payment amounts will vary depending upon the entity from which you purchase your annuity. You may obtain financial projections based upon your account balance by submitting a request, in writing, to the plan administrator (usually the employer).

SECTION ONE — PAYMENT OPTIONS FOR PLAN PARTICIPANTS

IMPORTANT NOTICE TO PARTICIPANT

Read the following message before reviewing your options.

Of the four options listed below, some may not be available to you. If the plan administrator has placed a checkmark in the box immediately above "Waiver Election" on the distribution form, the plan is known as a "REA safe harbor" plan, and no existing plan assets are subject to the REA annuity requirements. In that case, Option I listed below is not available to you, and Option II may be available to you only under limited circumstances.

DISTRIBUTION OPTIONS

If your vested account balance does not exceed the plan's cashout level at the time of distribution, the plan administrator generally may pay your distribution to you in a single cash payment, regardless of whether you consent to the distribution. A distribution made without your consent is called a cashout distribution. If your plan allows for cashout distributions of amounts less than \$5,000, a cashout distribution of an amount greater than \$1,000 that is an eligible rollover distribution must be directly rolled over by the plan administrator to an individual retirement account chosen by the plan administrator. You may subsequently transfer the IRA to another IRA provider, once the IRA has been established. However, if your vested account balance exceeds the plan's cashout level, you must generally consent to the form of payment, and, therefore may, if you wish, postpone commencement of distributions from your account balance.

Your Employer intends for your plan account to provide income to you during retirement. If you take a distribution prior to retiring or spend your retirement savings too quickly, you may not have sufficient income to live on in retirement. If you terminate employment and leave your money in the plan, a share of the plan's administrative expenses may be charged to your account each year. Refer to your plan administrator for an explanation of any administrative expenses that may be charged to the accounts of terminated participants.

If you choose to roll over your vested account balance to an IRA or other eligible retirement plan, the distributing plan's investment options may not be available under the receiving retirement arrangement and the fees may differ from those charged to you if your balance remained in the plan. Complete information concerning available investment options and fees currently charged by the plan is available from your plan administrator.

OPTION I — QUALIFIED JOINT AND SURVIVOR ANNUITY

The law requires that your vested account balance be paid to you in the form of a qualified joint and survivor annuity if you are married, or a single life annuity if you are not married. If you wish to receive your vested account balance using a different distribution option (including a qualified optional survivor annuity), you must waive the qualified joint and survivor annuity (the single life annuity if you are not married) and your spouse must consent to the annuity waiver.

Unless properly waived, you will receive your vested account balance in the form of a qualified joint and survivor annuity (the single life annuity if you are not married).

A. QUALIFIED JOINT AND SURVIVOR ANNUITY DEFINED

If you are married, a qualified joint and survivor annuity is a series of periodic payments to you during your lifetime and to your spouse upon your death. The periodic payment amount your spouse receives will be a set percentage of the periodic payment amount you received during your lifetime. To determine the percentage your spouse would receive (i.e., survivor annuity), contact the plan administrator.

If you are not married, a qualified joint and survivor annuity is a series of annuity payments over your life.

B. WAIVING THE QUALIFIED JOINT AND SURVIVOR ANNUITY

If you wish to receive your vested account balance using one of the other options listed in Options II through IV below, you (and, if you are married, your spouse) must waive the qualified joint and survivor annuity. You can waive the qualified joint and survivor annuity by completing a distribution form. You can obtain this form from your plan administrator. After waiving the qualified joint and survivor annuity by signing the distribution form, you may receive your vested account balance using one of the other distribution methods explained below.

C. FINANCIAL EFFECT AND TAX CONSEQUENCES OF A QUALIFIED JOINT AND SURVIVOR ANNUITY

As stated above, a qualified joint and survivor annuity will provide periodic payments to you during your lifetime and, if you are married, to your spouse after your death. Your spouse will generally receive smaller periodic payments than you received while you were alive. The annuity will be provided by purchasing an annuity contract from an insurance company with your account balance under the plan. Generally, each payment will be included in your income in the year in which you receive it. For example, assume a participant retires with a \$10,000 vested account balance. A qualified joint and survivor annuity would provide him or her with the following payments.

<u>Lifetime Monthly Participant Benefit</u>	<u>% of Survivor Annuity*</u>	<u>Monthly Survivor Benefit</u>
\$63.40	100%	\$63.40
\$66.30	75%	\$49.72
\$67.30	66.67%	\$44.86
\$69.40	50%	\$34.70

*These estimates are derived from standard mortality tables using a participant with a 65 year old spouse beneficiary beginning payments at age 65. To determine the survivor annuity percentage, contact the plan administrator.

The example above uses estimates and should not be viewed as an assurance that an insurer is able to provide the specific amount disclosed.

D. QUALIFIED OPTIONAL SURVIVOR ANNUITY DEFINED

For plan years beginning after December 31, 2007, if the qualified joint and survivor annuity is waived, you may use your vested account balance to purchase a qualified optional survivor annuity. Like a qualified joint and survivor annuity, a qualified optional survivor annuity is a series of periodic payments to you during your lifetime and to your spouse upon your death.

The optional survivor annuity means an annuity (1) for your life with a survivor annuity for the life of your spouse which is equal to the applicable percentage of the amount of the annuity which is payable during the joint lives of you and your spouse, and (2) which is the actuarial equivalent of a single annuity for your life. If the survivor annuity percentage (1) is less than 75 percent, the applicable percentage is 75 percent, and (2) is greater than or equal to 75 percent, the applicable percentage is 50 percent. To determine the amount your spouse would receive, contact your plan administrator.

OPTION II — ANNUITY CONTRACT

If the plan is a REA safe harbor plan, or the qualified joint and survivor annuity is properly waived, you may purchase an annuity contract with your vested account balance. This distribution option allows you to choose the type of annuity contract you wish to purchase. However, if the plan is a REA safe harbor plan, you cannot elect payments in the form of a life annuity.

A. ANNUITY CONTRACT DEFINED

You may use your vested account balance to purchase a term certain annuity, a single life annuity (not available for REA safe harbor plans) or any other form of annuity. A term certain annuity would distribute dollars to you and your beneficiary for a specified number of years. A single life annuity would distribute dollars to you for your lifetime and would cease distributions after your death.

B. FINANCIAL EFFECT AND TAX CONSEQUENCES OF THE ANNUITY

If you elect to use your vested account balance to purchase a single life annuity, you will receive payments as long as you are alive. The annuity will be provided by purchasing an annuity contract from an insurance company with your account balance under the plan. Generally, each payment will be included in your income in the year in which you receive it. For example, a participant who is age 65 with a \$10,000 vested account balance will receive \$76.60 per month while he or she is alive. This example is an estimate and should not be viewed as an assurance that an insurer is able to provide the specific amount disclosed.

OPTION III — LUMP SUM PAYMENT

If you properly waive the qualified joint and survivor annuity or if this is a REA safe harbor plan and no existing plan assets are subject to the REA annuity requirements, you may request a single sum payment.

A. LUMP SUM PAYMENT DEFINED

A lump sum payment is the payment of your entire vested account balance.

B. FINANCIAL EFFECT AND TAX CONSEQUENCES OF A LUMP SUM PAYMENT

Generally a lump sum payment is included in your income and taxed in the year of the distribution. Most lump sum payments are eligible rollover distributions and would, therefore, be subject to the 20 percent withholding rules unless directly rolled over to another plan or Traditional IRA. See Section Three, "Special Tax Notice Regarding Plan Payments" for more information.

OPTION IV — INSTALLMENT PAYMENTS

If the qualified joint and survivor annuity is properly waived or if this is a REA safe harbor plan, you may elect to receive your vested account balance in installment payments. Installment payments for a period of less than 10 years are generally eligible rollover distributions and would, therefore, be subject to the 20 percent withholding rules unless directly rolled over to another plan or Traditional IRA. See Section Three, "Special Tax Notice Regarding Plan Payments" for more information.

A. INSTALLMENT PAYMENTS DEFINED

Installment payments are payments distributed to you in any amount you choose at intervals that you determine within limits set by the trustee or custodian. For example, the payments could be paid to you annually, semiannually, quarterly, or monthly. The payment schedule you choose cannot be longer than your single life expectancy or, if you have a beneficiary named, the joint life expectancy of you and your beneficiary.

B. FINANCIAL EFFECT AND TAX CONSEQUENCES OF INSTALLMENT PAYMENTS

Generally, each installment payment will be included in your income in the year in which you receive it. For example, a participant who elects to receive \$500 per month will include \$6,000 (\$500 x 12 months) in income each tax year.

SECTION TWO — PAYMENT OPTIONS FOR BENEFICIARIES OF DECEASED PLAN PARTICIPANTS

IMPORTANT NOTICE TO BENEFICIARY

If you are the designated beneficiary of a deceased participant's vested account balance, you are eligible to receive a distribution. The form of the benefit depends on several factors including the type of plan and the amount in the participant's account.

PART I — PARTICIPANT'S ACCOUNT BALANCE

If the participant's vested account balance was \$5,000 or less at the time of distribution, the plan administrator is required to pay your distribution to you in a single cash payment. If the participant's vested account balance exceeded \$5,000, you must consent to the form of payment.

PART II — TYPE OF PLAN

NOTE: The plan administrator can tell you which type of plan this is.

A. REA SAFE HARBOR PLANS (PROFIT SHARING OR 401(k) PLANS ONLY)

You may select either Section One, Option III or IV. However, if you select the installment payment method described in Section One, Option IV, the payment schedule you choose cannot be longer than your life single expectancy.

B. ALL OTHER PLANS

If the plan participant died before distributions commenced and you are a spouse beneficiary, distributions from the plan must be paid to you (if applicable) in the form of a qualified preretirement survivor annuity, unless the annuity requirement was properly waived. A participant waives the annuity requirement by completing a "Designation of Beneficiary" form and obtaining your written consent to the waiver. If the participant did not execute the required waivers, then his or her account balance will be paid to you (the deceased participant's spouse) in the form of a preretirement survivor annuity unless the plan specifically permits you to elect to receive payments in a form other than a qualified preretirement survivor annuity. If you are a nonspouse beneficiary of a deceased participant who was married, you will not receive any payment from the plan unless the participant properly waived the requirement that his or her spouse be the beneficiary.

If the qualified preretirement survivor annuity was properly waived by the participant and/or his or her spouse (if applicable), then you may receive the entire vested account balance in a lump sum payment as explained in Section One, Option III. The rollover option described in Section Three, Part II is available only if you are the spouse of the deceased participant. The other distribution options available to you as a beneficiary are explained in Section One, Option II and Option IV. However, the payment schedule you choose cannot be longer than your single life expectancy.

SECTION THREE — SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

SUMMARY

This notice explains how you can continue to defer federal income tax on your retirement savings, and contains important information you will need before you decide how to receive your plan benefits.

NOTE: Your employer has received an IRS opinion letter that this plan is qualified.

This notice is provided to you by your plan administrator because all or part of the payment that you will soon receive from the plan may be eligible for rollover by you or your plan administrator to an IRA or an eligible employer plan. A rollover is a payment by you or the plan administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account. An "eligible employer plan" includes a plan qualified under Section 401(a) of the Internal Revenue Code, including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; an annuity plan described under Section 403(a) of the Code; a tax-sheltered annuity described under Section 403(b) of the Code; and a deferred compensation plan, described under Section 457(b) of the Code, maintained by a governmental employer (governmental 457(b) plan).

An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also find out about any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts, you may wish instead to roll your distribution over to a Traditional IRA or split your rollover amount between the employer plan in which you will participate and a Traditional IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouse's consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this plan. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

If you have additional questions after reading this notice, you may contact your plan administrator.

There are two ways you may be able to receive a plan payment that is eligible for rollover: (1) certain payments can be made directly to a Traditional IRA that you establish or to an eligible employer plan that will accept it and hold it for your benefit ("direct rollover"); or (2) the payment can be paid to you.

If you choose a direct rollover the following will result.

- Your payment will not be taxed in the current year and no income tax will be withheld.
- You choose whether your payment will be made directly to your IRA or to an eligible employer plan that accepts your rollover. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account.
- The taxable portion of your payment will be taxed later when you take it out of the Traditional IRA or the eligible employer plan. Depending on the type of plan, the subsequent distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this plan.

If you choose to have a plan payment that is eligible for rollover paid to you, the following will result.

- You will receive only 80 percent of the taxable amount of the payment, because the plan administrator is required to withhold 20 percent of that amount and send it to the IRS as income tax withholding to be credited against your taxes.
- The taxable amount of your payment will be taxed in the current year unless you roll it over. Under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe. However, if you receive the payment before age 59½, you also may have to pay an additional 10 percent tax.

- You can roll over the payment by paying it to your IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the Traditional IRA or the eligible employer plan.
- If you want to roll over 100 percent of the payment to an IRA or an eligible employer plan, *you must find other money to replace the 20 percent of the taxable portion that was withheld*. If you roll over only the 80 percent that you received, you will be taxed on the 20 percent that was withheld and that is not rolled over.

MORE INFORMATION

PART I — PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the plan may be “eligible rollover distributions.” This means that they can be rolled over to an IRA or an eligible employer plan that accepts rollovers. Payments from a plan cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account. Your plan administrator can tell you what portion of your payment is an eligible rollover distribution.

A. AFTER-TAX CONTRIBUTIONS (OTHER THAN DESIGNATED ROTH CONTRIBUTIONS)

If you made after-tax contributions to the plan, these contributions may be rolled into either an IRA or to certain employer plans that accept rollovers of after-tax contributions. The following rules apply.

1. **Rollover into an IRA.** You can roll over your after-tax contributions to an IRA either directly or indirectly. Your plan administrator can tell you how much of your payment is taxable and how much is after-tax. Beginning January 1, 2008 you may also be eligible to roll over these after-tax amounts to a Roth IRA.

If you roll over after-tax contributions to an IRA, it is your responsibility to keep track of, and report to the IRS on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the IRA to be determined.

Once you roll over your after-tax contributions to a Traditional IRA or a Roth IRA (on or after January 1, 2008), those amounts CANNOT later be rolled over to an employer plan.

2. **Rollover into an Employer Plan.** You can roll over after-tax contributions from an eligible employer plan that is qualified under Section 401(a), 403(a), or 403(b) of the Code to another such plan using a direct rollover if the plan receiving the rollover provides separate accounting for such amounts, including separate accounting for the after-tax contributions and earnings on those contributions. You CANNOT roll over such after-tax contributions to a governmental 457(b) plan. If you want to roll over your after-tax contributions to an employer plan that accepts such rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the plan administrator of this plan to make a direct rollover on your behalf. Also, you cannot first roll over after-tax contributions to a Traditional IRA and then roll over such contributions into an eligible employer plan.

- B. The following are types of payments that cannot be rolled over.

PAYMENTS SPREAD OVER LONG PERIODS

You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for:

- your lifetime (or a period measured by your life expectancy), or
- your lifetime and your beneficiary’s lifetime (or a period measured by your joint life expectancies), or
- a period of ten years or more.

REQUIRED MINIMUM PAYMENTS

Beginning when you reach age 70½ or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a “required minimum payment” that must be paid to you. Special rules apply if you own more than five percent of your employer.

HARDSHIP DISTRIBUTIONS

A hardship distribution cannot be rolled over.

ESOP DIVIDENDS

Cash dividends paid to you on employer stock held in an employee stock ownership plan cannot be rolled over.

CORRECTIVE DISTRIBUTIONS

A distribution that is made to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

LOANS TREATED AS DISTRIBUTIONS

The amount of a plan loan that becomes a taxable deemed distribution because of a default cannot be rolled over. However, a loan offset amount is eligible for rollover, as discussed in Part III below. Ask the plan administrator of this plan if distribution of your loan qualifies for rollover treatment.

The plan administrator of this plan should be able to tell you if your payment includes amounts which cannot be rolled over.

PART II — DIRECT ROLLOVER

A direct rollover is a direct payment of the amount of your plan benefits to a Traditional IRA or an eligible employer plan that will accept it. You can choose a direct rollover of all or any portion of your payment that is an eligible rollover distribution, as described in Section Three, Part I. You are not taxed on any taxable portion of your payment for which you choose a direct rollover until you later take it out of the Traditional IRA or eligible employer plan. In addition, no income tax withholding is required for any portion of your plan benefits for which you choose a direct rollover. This plan might not let you choose a direct rollover if your distributions for the year are less than \$200. If a portion of your payment consists of Roth elective deferrals (as described in Part Four below), the Plan will treat the Roth account portion of your payment as a separate distribution for purposes of the \$200 rule to determine amounts that are not rollover eligible.

A. DIRECT ROLLOVER TO A TRADITIONAL IRA

You can open a Traditional IRA to receive the direct rollover. If you choose to have your payment made directly to a Traditional IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a direct rollover to a Traditional IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish a Traditional IRA to receive the payment. However, in choosing a Traditional IRA, you may wish to make sure that the Traditional IRA you choose will allow you to move all or a part of your payment to another Traditional IRA at a later date, without penalties or other limitations. See IRS Publication 590, *Individual Retirement Arrangements*, for more information on Traditional IRAs (including limits on how often you can roll over between IRAs).

B. DIRECT ROLLOVER TO A ROTH IRA

For distributions taken after December 31, 2007, you can open a Roth IRA to receive a rollover from your employer's plan if your modified adjusted gross income (MAGI) is not more than \$100,000 and you are not married filing a separate income tax return. The amount of the rollover from your employer plan to the Roth IRA will be treated as a distribution for income tax purposes and is includable in your gross income. Beginning in 2010, the \$100,000 MAGI limit and the married filing separate tax filing restriction will be eliminated for rollover eligibility. Although the rollover amount is generally included in income, the 10 percent early distribution penalty will not apply, regardless if you qualify for any exceptions to the 10 percent penalty. If you choose to have your payment made directly to a Roth IRA, contact a Roth IRA sponsor (usually a financial institution) to find out how to have your payment made as a rollover to a Roth IRA.

C. DIRECT ROLLOVER TO A PLAN

If you are employed by a new employer that has an eligible employer plan, and you want a payment from your previous employer's plan directly rolled over to your new employer's plan, ask the plan administrator of that plan whether it will accept your rollover. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a direct rollover to a Traditional IRA. If your new employer's plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of the receiving plan before making your decision.

D. DIRECT ROLLOVER OF A SERIES OF PAYMENTS

If you receive a payment that can be rolled over to a Traditional IRA or an eligible employer plan, and it is paid in a series of payments for less than ten years, your choice to make or not make a direct rollover of the first payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

E. CHANGE IN TAX TREATMENT RESULTING FROM A DIRECT ROLLOVER

The tax treatment of any payment from the eligible employer plan or Traditional IRA receiving your direct rollover might be different than if you received your benefit in a taxable distribution directly from the plan. For example, if you were born before January 1, 1936, you might be entitled to ten-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a tax-sheltered annuity described under Section 403(b) of the Code, a deferred compensation plan described under Section 457(b) of the Code, or a Traditional IRA in a direct rollover, your benefit will no longer be eligible for that special treatment. See the sections below entitled "Additional 10 percent Tax If You Are Under Age 59½" and "Special Tax Treatment If You Were Born Before January 1, 1936."

PART III — PAYMENT PAID TO YOU

If your payment can be rolled over (see Section Three, Part I) and the payment is made to you in cash, it is subject to 20 percent federal income tax withholding on the taxable portion (state tax withholding may also apply). The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a Traditional IRA or an eligible employer plan. If you do not roll it over, special tax rules may apply.

A. INCOME TAX WITHHOLDING

1. Mandatory Withholding

If any portion of your payment can be rolled over under Section Three, Part I, and you do not elect to make a direct rollover, the plan is required by law to withhold 20 percent of the taxable amount. This amount is sent to the IRS as income tax withholding. For example, if you can roll over a taxable payment of \$10,000, only \$8,000 will be paid to you because the plan must withhold \$2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see "Sixty-Day Rollover Option" below) you must report the full \$10,000 as a payment from the plan. You must report the \$2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than \$200. If a portion of your payment consists of Roth elective deferrals (as described in Part Four below), the Plan will treat the Roth account portion of your payment as a separate distribution for purposes of the \$200 rule to determine amounts that are not rollover eligible.

2. Voluntary Withholding

If any portion of your payment is taxable but cannot be rolled over under Section Three, Part I, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, an amount will be taken out of this portion of your payment for federal income tax withholding. To elect out of withholding, ask the plan administrator for the election form and related information.

3. Sixty-Day Rollover Option

If you receive a payment that can be rolled over under Section Three, Part I, you can still decide to roll over all or part of it to a Traditional IRA or an eligible employer plan. If you decide to roll over, *you must contribute the amount of the payment you received to a Traditional IRA or eligible employer plan within 60 days after you receive the payment.* The portion of your payment that is rolled over will not be taxed until you take it out of the Traditional IRA or the eligible employer plan.

If you receive a payment after December 31, 2007 that can be rolled over under Part I above, you can still decide to roll over all or part of it to a Roth IRA. If you choose to roll it over, *you must contribute the amount of the payment you received to a Roth IRA with 60 days after you receive the payment.* The portion of your payment that is rolled over will be taxed at the time it is distributed, but will not be subject to the 10 percent early distribution penalty.

You can roll over up to 100 percent of your payment that can be rolled over under Section Three, Part I, including an amount equal to the 20 percent of the taxable portion that was withheld. If you choose to roll over 100 percent, you must find other money within the 60-day period to contribute to the Traditional IRA or the eligible employer plan, to replace the 20 percent that was withheld. On the other hand, if you roll over only the 80 percent of the taxable portion that you received, you will be taxed on the 20 percent that was withheld.

Example: The taxable portion of your payment that can be rolled over under Section Three, Part I is \$10,000, and you choose to have it paid to you. You will receive \$8,000, and \$2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$8,000, you may roll over the entire \$10,000 to a Traditional IRA or eligible employer plan. To do this, you roll over the \$8,000 you received from the plan, and you will have to find \$2,000 from other sources (your savings, a loan, etc.). In this case, the entire \$10,000 is not taxed until you take it out of the Traditional IRA or an eligible employer plan. If you roll over the entire \$10,000, when you file your income tax return you may get a refund of part or all of the \$2,000 withheld.

If, on the other hand, you roll over only \$8,000, the \$2,000 you did not roll over is taxed in the year it was withheld. When you file your income tax return you may get a refund of part of the \$2,000 withheld. (However, any refund is likely to be larger if you roll over the entire \$10,000.)

B. ADDITIONAL 10 PERCENT TAX IF YOU ARE UNDER AGE 59½

If you receive a payment before you reach age 59½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10 percent of the taxable portion of the payment. The additional 10 percent tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) dividends paid with respect to stock by an employee stock ownership plan (ESOP) as described in Section 404(k) of the Code, (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order, (7) payments that do not exceed the amount of your deductible medical expenses, or (8) payments that are paid to you as a qualified military reservist. See IRS Form 5329 for more information on the additional 10 percent tax.

The additional 10 percent tax will not apply to distributions from a governmental 457(b) plan, except to the extent the distribution is attributable to an amount you rolled over to that plan (adjusted for investment returns) from another type of eligible employer plan or IRA. Any amount rolled over from a governmental 457(b) plan to another type of eligible employer plan or to a Traditional IRA will become subject to the additional 10 percent tax if it is distributed to you before you reach age 59½, unless one of the exceptions applies.

C. SPECIAL TAX TREATMENT IF YOU WERE BORN BEFORE JANUARY 1, 1936

If you receive a payment that can be rolled over under Section Three, Part I and you do not roll it over to a Traditional IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a "lump sum distribution," it may be eligible for special tax treatment. (See also "Employer Stock or Securities" below.) A lump sum distribution is a payment, within one year, of your entire balance under the plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59½ or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59½ or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is described below.

1. Ten-Year Averaging

If you receive a lump sum distribution and you were born before January 1, 1936, you can make a one-time election to figure the tax on the payment by using "10-year averaging" (using 1986 tax rates). Ten-year averaging often reduces the tax you owe.

2. Capital Gain Treatment

If you receive a lump sum distribution and you were born before January 1, 1936, and if you were a participant in the plan before 1974, you may elect to have the part of your payment that is attributable to your pre-1974 participation in the plan taxed as long-term capital gain at a rate of 20 percent.

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into this plan from a 403(b) tax-sheltered annuity contract or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from a governmental 457 plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from this plan. If you roll over your payment to a Traditional IRA, a tax-sheltered annuity described under Section 403(b) of the Code, or a governmental 457(b) plan, you will not be able to use special tax treatment for later payments from that IRA, plan, or annuity. Also, if you roll over only a portion of your payment to a Traditional IRA, a tax-sheltered annuity, described under Section 403(b) of the Code, or a governmental 457(b) plan, this special tax treatment is not available for the rest of the payment. See IRS Form 4972 for additional information on lump sum distributions and how you elect the special tax treatment.

D. EMPLOYER STOCK OR SECURITIES

There is a special rule for a payment from the plan that includes employer stock (or other employer securities). To use this special rule, 1) the payment must qualify as a lump sum distribution, as described above, except that you do not need five years of plan participation, or 2) the employer stock included in the payment must be attributable to "after-tax" employee contributions, if any. Under this special rule, you may have the option of not paying tax on the "net unrealized appreciation" of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by the plan. For example, if employer stock was contributed to your plan account when the stock was worth \$1,000 but the stock was worth \$1,200 when you received it, you would not have to pay tax on the \$200 increase in value until you later sold the stock.

You may instead elect not to have the special rule apply to the net unrealized appreciation. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock. The stock can be rolled over to a Traditional IRA or another eligible employer plan, either in a direct rollover or a rollover that you make yourself. Generally, you will no longer be able to use the special rule for net unrealized appreciation if you roll the stock over to a Traditional IRA or another eligible employer plan.

If you receive only employer stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than employer stock, as well as employer stock, in a payment that can be rolled over, the 20 percent withholding amount will be based on the entire taxable amount paid to you (including the employer stock determined by excluding the net unrealized appreciation). However, the amount withheld will be limited to the cash or property (excluding employer stock) paid to you.

If you receive employer stock in a payment that qualifies as a lump sum distribution, the special tax treatment for lump sum distributions described above (such as 10-year averaging) also may apply. See IRS Form 4972 for additional information on these rules.

E. DISTRIBUTIONS FROM GOVERNMENTAL RETIREMENT PLANS FOR HEALTH AND LONG-TERM CARE INSURANCE FOR PUBLIC SAFETY OFFICERS

If your employer is a governmental entity and you are a public safety officer who, by reason of disability or attainment of normal retirement age has separated from service from your employer, you may take tax-free distributions of up to \$3,000 annually after December 31, 2006, to pay for qualified health insurance premiums. The health insurance premiums must be deducted from amounts distributed from the plan and paid directly to the insurer. Qualified health insurance premiums include premiums for accident or health insurance or qualified long-term care insurance contracts covering you, your spouse, or your dependents.

F. REPAYMENT OF PLAN LOANS

If your employment ends and you have an outstanding loan from the plan, your employer may reduce (or “offset”) your balance in the plan by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a Traditional IRA within 60 days of the date of the offset. If the amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the plan, the 20 percent withholding amount will be based on the entire taxable amount paid to you, including the amount of the loan offset. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities). The amount of a defaulted plan loan that is a taxable deemed distribution cannot be rolled over.

PART IV — SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are “alternate payees.” You are an alternate payee if your interest in the plan results from a “qualified domestic relations order,” which is an order issued by a court, usually in connection with a divorce or legal separation.

If you are a surviving spouse or an alternate payee, you may choose to have a payment that can be rolled over, as described in Section Three, Part I, paid in a direct rollover to a Traditional IRA or to an eligible employer plan, or paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to a Traditional IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a nonspouse beneficiary, you may directly roll over the payment to an inherited Traditional IRA (Roth elective deferrals and their earnings may only be rolled over to an inherited Roth IRA), or have the payment paid to you. If you have the payment paid to you, you cannot roll it over to an inherited IRA.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment is generally not subject to the additional 10 percent tax described in Section Three, Part III, even if you are younger than age 59½.

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Section Three, Part III. If you receive a payment because of the employee’s death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had five years of participation in the plan.

SECTION FOUR — ROTH ELECTIVE DEFERRALS

This section explains the distribution options available to you and your beneficiaries with respect to the portion of your plan that represents Roth elective deferrals and their earnings. In addition, this section will explain the tax implications of distributions and rollovers, and contains important information you will need before you decide how to receive the portion of your plan that represents Roth elective deferrals. Unless otherwise stated below, the provisions of Section Two and Section Three apply (e.g., income tax withholding).

PART I — PAYMENT OPTIONS

You and/or your beneficiaries, plan permitting, have the same payment options as described in Section One and Section Two available to you with respect to your Roth elective deferrals. See your Summary Plan Description for additional details relating to distribution options. Note, however, that Roth elective deferrals and the earnings attributable to them may not be rolled over to a Traditional IRA. These types of assets may only be rolled over to a Roth IRA or a designated Roth account of another employer plan that accepts direct rollovers of these types of assets. However, once these assets are rolled to a Roth IRA, you CANNOT subsequently roll over your Roth elective deferrals to an employer plan, even if the plan accepts designated Roth contributions. A nonspouse beneficiary may directly roll over Roth elective deferrals, and the earnings attributable to them, to an inherited Roth IRA.

PART II — TAXATION OF DISTRIBUTIONS

Roth elective deferrals and their earnings are distributed tax-free to you if the distribution is considered a qualified distribution. A qualified distribution is a distribution that is made after at least five years have elapsed from the start of the year during which you made your first Roth contribution to the Plan and is distributed

- after you have attained age 59½,
- to your beneficiaries after your death, or
- on account of your disability.

If a direct rollover is made from a designated Roth account under another plan, your five-taxable-year period begins on the first day of your taxable year for which you first had designated Roth contributions made to the other plan, if earlier. Your plan administrator is responsible for tracking the five-year period for the designated Roth contribution portion of your account.

If you or your beneficiaries take a distribution before satisfying the requirements for a qualified distribution, listed above, the distribution will be a nonqualified distribution and you must include the portion of the distribution attributable to earnings in your income. The portion attributable to the basis (amount contributed as deferrals) is excluded from your income.

All distributions from a designated Roth account, whether qualified or nonqualified, consist of a pro rata portion of Roth basis and earnings. The amount of the distribution attributable to basis is determined by applying to the distribution the ratio of the amount of deferrals as compared to the total value of the Roth elective deferrals and earnings. For example, if you have \$9,400 of basis and \$600 in earnings and you take a \$5,000 distribution, you will receive \$4,700 in basis and \$300 in earnings ($\$9,400/\$10,000 \times \$5,000 =$ return of basis). Your plan administrator is responsible for calculating the amount of the basis and earnings for each distribution and reporting them to you, upon your request.

PART III — ROLLOVER OPTIONS

If you receive an eligible rollover distribution (as defined in Section Three) from your designated Roth account, you have the option to roll it over to either a Roth IRA or another designated Roth account under an eligible plan.

A. ROLLOVER TO ANOTHER DESIGNATED ROTH ACCOUNT

You, or your spouse beneficiary upon your death, may directly roll over a qualified or nonqualified distribution to a designated Roth account under another similar plan that is eligible and willing to receive the rollover. For example, if the distribution is from a designated Roth account under a 401(k) plan, it may be directly rolled to a designated Roth account under another 401(k) plan. If a nonqualified distribution is payable to you, the nontaxable portion may not be rolled to another designated Roth account. If a direct rollover is made from a designated Roth account under another plan, your five-taxable-year period in the receiving plan begins on the first day of your taxable year for which you first had designated Roth contributions made to the other plan, if earlier.

B. ROLLOVER TO A ROTH IRA

You, or your spouse beneficiary upon your death, may roll over a qualified or nonqualified distribution to a Roth IRA. This rollover may be done directly from the plan to the Roth IRA, or you may roll it over within 60 days of receiving the distribution from the plan. However, once rolled to a Roth IRA, you CANNOT subsequently roll your designated Roth contributions to an employer plan, even if the plan accepts designated Roth contributions. Upon completion of the rollover to a Roth IRA, these amounts are subject to the Roth IRA rules. The period that the rolled-over funds were in the designated Roth account does not count towards the five-taxable-year period for determining qualified distributions from a Roth IRA. Once you have satisfied the requirements for a qualified distribution from a Roth IRA, the distribution from the Roth IRA will be tax-free. For tax years prior to 2010, your eligibility to roll over designated Roth contributions to a Roth IRA may be limited if your modified adjusted gross income exceeds certain limits. Consult with your tax advisor to determine if you are eligible to perform this transaction.

A nonspouse beneficiary may directly roll over Roth elective deferrals and their earnings to an inherited Roth IRA. The Roth IRA must be maintained as an inherited Roth IRA, subject to the beneficiary distribution requirements (i.e., a nonspouse beneficiary may not roll these assets to his or her Roth IRA.)

**HOW TO
OBTAIN
ADDITIONAL
INFORMATION**

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules described above are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with the plan administrator or a professional tax advisor before you take a payment of your benefits from the plan. Also, you can find more specific information on the tax treatment of payments from qualified employer plans in IRS Publication 575, *Pension and Annuity Income*, and IRS Publication 590, *Individual Retirement Arrangements*. These publications are available from your local IRS office, on the IRS's Internet Web Site at www.irs.gov, or by calling 1-800-TAX-FORM.