



INSTRUCTIONS TO EMPLOYER

What to do when an active participant requests a hardship or other in-service withdrawal

1. Print the following withdrawal forms and give them to the participant.
The required forms include:
 - a. Instructions to Request a 401(k) In-Service Withdrawal (A.1)
 - b. 401(k) Withdrawal Guidelines (B.1-B.3)
 - c. Special Tax Notice Regarding Plan Payments (F.1-F.7) - *required by IRS*
 - d. The appropriate withdrawal forms:
 - Application for 401(k) Withdrawal (C.1.-C.3.) - *required in addition to your vendor's form*
 - Appendix (D.1.) (if your plan is subject to Joint and Survivor Annuity Requirements)
 - Your vendor's withdrawal form (if the plan's assets are with a daily recordkeeper, such as John Hancock, ING, Great-West, American Funds, etc.)
 - e. Payroll Change Form (E.1.) (for hardship withdrawals only)
2. When the participant returns the withdrawal form(s) to you, complete the Plan Administrator's Determination section of the Application for 401(k) Withdrawal (C.3.). For hardship withdrawals:
 - a. Did the participant provide sufficient documentation to support their request, such as tuition or medical bills, escrow papers, foreclosure notice?
 - b. If your plan offers loans, has the participant already taken the maximum loan and/or have they stated that taking a loan would create additional hardship?
 - c. Remember to stop the participant's deferrals to the 401(k) plan, and any deferrals to a cafeteria plan, other than deferrals for health benefits.
3. If you approve the withdrawal request, please complete the checklist below and send the withdrawal form(s) to:

Loan and Withdrawal Service Team
Kravitz
15760 Ventura Blvd., Suite 910
Encino, CA 91436-3017

Employer's Checklist

- Is your plan name on the withdrawal form(s)?
- Did the participant complete each applicable section of the withdrawal form(s)?
- Did an authorized plan representative complete the Plan Administrator's Determination and sign the withdrawal form(s)?

If you have any questions, please feel free to call the **Loan and Withdrawal Service Team** at **(818) 379-6121**. Thank you!



INSTRUCTIONS TO REQUEST A 401(k) IN-SERVICE WITHDRAWAL

1. Read the 401(k) Withdrawal Guidelines and the Special Tax Notice Regarding Plan Payments.
2. Complete the Application for 401(k) Withdrawal form. If your account is with a daily recordkeeper (e.g. John Hancock, Great-West, ING, MFS, American Funds, etc.), complete BOTH the Application for 401(k) Withdrawal and your recordkeeper's withdrawal form.
3. If the Plan is subject to the Joint and Survivor Annuity requirement, read and sign Part A of the Appendix form. If you are married, have your spouse read and sign Part B in the presence of a Notary Public.
4. If this is a Hardship Withdrawal, complete the Payroll Change form.
5. Submit the completed form(s) to your Employer for approval. If you are requesting a Hardship Withdrawal, you must submit documentation of your need such as a current tuition invoice or foreclosure notice. It will take about 4 to 6 weeks to complete the withdrawal process and for you to receive the withdrawal check.

These forms apply only to in-service withdrawal requests from your 401(k) account. If you have terminated employment, you should complete the Benefit Payment forms to request a benefit payment.

For more information regarding your Plan, read your Plan's Summary Plan Description.

401(k) WITHDRAWAL GUIDELINES

You can withdraw your 401(k) contributions from the Plan if 1) you are age 59½ or older or 2) you have a Financial Hardship (see below for definition). However, you are not permitted to withdraw any investment earnings on your 401(k) contributions if you make a withdrawal due to Financial Hardship. You may or may not be permitted to withdraw any of the company's contributions. You are permitted to increase your Financial Hardship withdrawal to include any taxes and penalties that may be due on account of the withdrawal. Once you make a Financial Hardship withdrawal, you may be required to wait a minimum period of time before applying for an additional withdrawal. Your Plan may limit the number of withdrawals in any given period.

If you elect to receive payment now rather than deferring receipt of your benefits until you retire, you will be subject to taxation as described below and you will lose the opportunity to accumulate earnings on a tax-deferred basis for retirement unless you roll over the distribution to an IRA or other retirement plan (not available for Financial Hardship withdrawals). This means that by taking the distribution now, you could end up with a much lower retirement income than if you leave the assets in the plan to build for your retirement. This could be the result even if you invest instead of spending the amount of your distribution left after payment of taxes.

In determining the economic consequences of your choice, you should compare the administration costs and the investment options (including fees) you will have if your account remains in the Plan to those options you may have outside the Plan. The Plan may have available a special class of investments with a fee structure that does not apply outside the Plan. Because of the investment performance of the trust fund (or of your individual account investments if you direct your own investments), the amount you receive at your postponed distribution date could be more or less than the current value of your vested account balance.

For more information, read your Plan's Summary Plan Description.

FINANCIAL HARDSHIP

The Internal Revenue Service regulations require you to meet two tests before you qualify for a hardship withdrawal:

Test 1 - A hardship withdrawal can only be permitted for the following reasons:

1. Medical expenses (including amounts necessary to obtain medical care) for you, your spouse, your dependents or your designated primary beneficiary. These have to be expenses that would normally be tax-deductible for federal income tax purposes.
2. Purchase of your principal residence (excluding mortgage payments).
3. Payment of tuition and related educational fees for the next twelve months of post-secondary education for you, your spouse, children (whether or not still dependents), dependents or designated primary beneficiary.
4. Need to prevent your eviction from or foreclosure on your principal residence.
5. Burial or funeral expenses for your deceased parent, spouse, children, dependents or designated primary beneficiary.
6. Repair of casualty damage to your principal residence caused by a sudden and unexpected event (i.e. storm, earthquake, flood, fire, vandalism) that would qualify for the casualty deduction on your personal tax return, determined without regard to whether the loss exceeds 10% of adjusted gross income.

Test 2 - You must certify that you meet (or will meet) each of the following four requirements:

1. The amount withdrawn does not exceed the amount of your expense and the applicable taxes and penalties. (You will have to provide documentation to support the amount requested.)
2. You have obtained all available distributions and loans from all retirement plans sponsored by your Employer in which you participate.
3. You will stop all contributions to all plans sponsored by your Employer following receipt of the hardship withdrawal for the minimum period required by the Plan and by law. In addition to stopping 401(k) deferrals, you must also stop contributions to the Employer's cafeteria plan for anything other than health benefits.

FORM OF BENEFIT

If your total vested benefit is \$5,000 or less, your withdrawal will be paid to you as a Single Sum Payment in cash. If your total vested benefit exceeds \$5,000 and your plan allows, you can elect 1) a Single Sum Payment in cash, or 2) a monthly annuity.

1. **Single Sum Payment in Cash**

- a. Processing of withdrawal check may take 4 to 6 weeks.
- b. **Plans subject to the Joint and Survivor Annuity Requirement:** If you are married and your vested benefit exceeds \$5,000, you can choose the Single Sum Payment only if your spouse gives notarized consent. To find out if your Plan is subject to the Joint and Survivor Annuity requirement, please contact your Employer or read the Plan's Summary Plan Description.

2. **Annuity** (monthly payments) – ***This option applies only to Plans that offer annuities as a form of benefit payment. Check with your Employer for more information or read your Plan's Summary Plan Description.***

- a. **Unmarried Participants** - If you are not married, your withdrawal will be used to purchase a Single Life Annuity. Under a Single Life Annuity, you will receive a monthly pension for your lifetime. Payments will stop upon your death.
- b. **Married Participants** - If you are married, your withdrawal will be used to purchase a Joint and Survivor Annuity. Under a Joint and Survivor Annuity, you will receive a pension for your lifetime. If your spouse survives you, he or she will continue to receive a pension during his or her lifetime. The payments will stop when both you and your spouse die. The amount of your spouse's pension will be a percentage (from 50% to 100% as elected by you) of the pension you were receiving.

Monthly annuities will be purchased from an insurance company with payments to commence on the date you and the insurance company agree upon. The monthly pension amount depends upon the value of your distribution, your age, your spouse's age (if you are married), the survivor protection (from 50% to 100%) you have elected for your spouse (if you are married) and the date the annuity commences. Contact your Employer if you would like additional information on the annuity option.

Payment Options and Taxability of Withdrawal

Please read the attached Special Tax Notice Regarding Plan Payments. Here are some highlights of the Notice:

1. If the Plan allows and you elect to take your benefit in the form of monthly annuity payments, none of your payments are "Eligible Rollover Distributions." Therefore, your payments cannot be rolled over into an IRA or another qualified plan.
2. Hardship withdrawals of 401(k) contributions are distributed with a check made payable to you.
3. Age 59½ withdrawals are paid to you in one of the following three methods:
 - a) Check made payable to you
 - b) Direct rollover to an IRA or another eligible retirement plan
 - c) Combination of (a) and (b)
4. If any portion of your withdrawal is paid directly to you:
 - a) the withdrawal is taxable;
 - b) age 59½ withdrawals are **subject to 20% withholding** for federal income tax;
 - c) withholding is optional for hardship withdrawals of 401(k) contributions;
 - d) the withdrawal may be subject to state income tax withholding (income tax withholding is required in California and certain other states); and
 - e) the withdrawal is subject to an additional 10% federal tax and 2½% California tax if you are under age 59½.

For age 59½ withdrawals, you will be able to defer income taxes if you make a rollover to an IRA or another eligible retirement plan within 60 days after receipt of your withdrawal.

5. Any portion of your withdrawal paid directly into an IRA or another eligible retirement plan is not taxable until later withdrawn. Therefore, no taxes will be withheld. The following are additional rules and restrictions regarding direct rollovers:
 - a) Direct rollovers are not available for hardship withdrawals of 401(k) contributions.
 - b) Direct rollovers can be made to only one IRA or another eligible retirement plan. You may not split your rollover among different institutions.
 - c) If you elect to have a portion of your withdrawal made payable directly to you and a portion rolled directly to an IRA or another eligible retirement plan, the direct rollover portion must be at least \$500.
 - d) The direct rollover will be made in the form of a check payable to the trustee of the IRA or eligible retirement plan.
6. Effective January 1, 2008, you may choose to rollover your payment from an eligible retirement plan into a Roth IRA, even if your distribution is not from a Roth 401(k) or 403(b) account. You must include in your gross income the taxable portion of your rollover for the year of the distribution. Currently rollovers to Roth IRAs are only available to individuals with an adjusted gross income that does not exceed \$100,000. This compensation restriction will be eliminated in 2010. 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.
7. If your total withdrawal is less than \$200, it will be made payable directly to you and federal and state income taxes will not be withheld. Additionally, if your total withdrawal is less than \$200, the Plan does not permit a direct rollover to an IRA or another eligible retirement plan.

Instructions

1. Complete, sign and date the Application for 401(k) Withdrawal form. If your account is with a daily recordkeeper (e.g. John Hancock, Great-West, ING, MFS, American Funds, etc.), complete BOTH the Application for 401(k) Withdrawal and your recordkeeper's withdrawal form.
2. If the Plan is subject to the Joint and Survivor Annuity requirement, and either your benefit exceeds \$5,000 or you have reached Normal Retirement Age, you must sign and date the Appendix. If you are married, your spouse must sign and date the Spousal Approval section of the Appendix. Your spouse's signature must be notarized.
3. If this is a Hardship Withdrawal, complete the Payroll Change form.
4. Return the completed form to your Employer so that payment can be made. If you are requesting a Hardship Withdrawal, you must submit documentation of your need such as a current tuition invoice or foreclosure notice.

This is only a brief summary of the benefit payment options under the plan. You have the right to request without charge the full "Special Tax Notice Regarding Plan Payments" from the Plan Administrator. If there are any inconsistencies between this Notice and the official plan documents, the official documents shall prevail and control. A copy of the official plan document is available for your inspection in the company's office during normal business hours.

YOU ARE ENCOURAGED TO DISCUSS YOUR PERSONAL FINANCIAL SITUATION WITH YOUR ACCOUNTANT, ATTORNEY, OR OTHER TAX ADVISOR BEFORE MAKING ANY ELECTIONS.

APPLICATION FOR 401(k) WITHDRAWAL

Name: _____ Soc. Sec. #: _____
Tel. #.: _____ Date of Birth: _____
Address: _____
Plan Name: _____

A. CERTIFICATION OF MARITAL STATUS

- I hereby certify that **I AM NOT MARRIED.**
- I hereby certify that **I AM MARRIED.**

B. COURT ORDERS

- I hereby certify that my benefits are not subject to a court order dividing benefits as a result of a dissolution of marriage.
- I hereby certify that my benefits are subject to a court order dividing benefits as a result of a dissolution of marriage.

C. WITHDRAWAL ELECTION

- I hereby apply for a withdrawal from my account because I am at least age 59½, in the amount of \$_____ payable as a Single Sum Payment. (*Insert "maximum" if the maximum amount available is desired.*)
- If the Plan offers annuities as a form of benefit payment, I hereby apply for a withdrawal from my account because I am at least age 59½, in the amount of \$_____ payable as an annuity. (*Insert "maximum" if the maximum amount available is desired.*)

Payments on the annuity are to commence as soon as possible. Upon my death, my spouse's pension should be _____% (either 50% or 100%) of my pension. My spouse's date of birth is _____. **I understand that this form of payment is available only if my vested benefit is greater than \$5,000. Such annuity will be a Joint and Survivor Annuity if married and a Single Life Annuity if not married.**

- I hereby apply for a hardship withdrawal from my 401(k) contribution account in the amount of \$_____ payable as a Single Sum Payment because of the following immediate and heavy financial need. (*Insert "maximum" if qualification for the maximum amount available is met.*) **I HAVE ATTACHED DOCUMENTATION TO SUBSTANTIATE MY NEED AND IF MY APPLICATION INCLUDES AN ADDITIONAL AMOUNT TO PAY APPLICABLE TAXES AND/OR PENALTIES, I HAVE ATTACHED MY CALCULATION OF SUCH ADDITIONAL AMOUNT.**
 - Medical expenses (including amounts necessary to obtain medical care) incurred by me, my spouse, my dependents or my designated primary beneficiary. I understand that such expenses must normally be tax-deductible.
 - Purchase of my principal residence (excluding mortgage payments).
 - Payment of tuition and related educational fees for the next twelve months of post-secondary education for myself, my spouse, children (whether or not still dependents), dependents or designated primary beneficiary.
 - The need to prevent the eviction from my principal residence or foreclosure on the mortgage of my principal residence.
 - Burial or funeral expenses for my parent, spouse, children, dependents or designated primary beneficiary.
 - Repair of casualty damage to my principal residence caused by a sudden and unexpected event (i.e. storm, earthquake, flood, fire, vandalism). that would qualify for the casualty deduction on your personal tax return, determined without regard to whether the loss exceeds 10% of adjusted gross income.

With respect to my hardship withdrawal request, I agree to the following conditions:

1. The withdrawal requested does not exceed the amount of my immediate and heavy financial need (including amounts necessary to pay any applicable taxes and penalties).
2. I have obtained (or will obtain) all available distributions and loans from all retirement plans sponsored by the company. (If taking a loan would cause a financial hardship such that you would be unable to make the payments, please explain below.)

3. I will stop my contributions to all plans sponsored by the company following receipt of the hardship withdrawal for the minimum period required by the Plan and by law, including 401(k) deferrals and contributions made under the Employer's cafeteria plan for anything other than health benefits.

D. AGE 59½ WITHDRAWALS - PAYMENT ELECTION

Please pay my withdrawal as follows:

1. Pay my total withdrawal directly to me. I understand that 20% federal and any required state income tax will be withheld from my withdrawal.
2. Direct Rollover to the IRA or other eligible retirement plan named in Section G.
3. Pay \$_____ to me directly and transfer \$_____ to the IRA or other eligible retirement plan named in Section G. I understand that 20% federal and any required state income tax will be withheld from the portion of the withdrawal that is paid to me directly. *Insert "remainder" in either blank above if you do not know your total withdrawal.*

E. HARDSHIP WITHDRAWALS - FEDERAL INCOME TAX ELECTION

Federal law requires income tax withholding on amounts payable directly to you unless you elect not to have withholding apply.

1. I elect to have federal income tax withheld in accordance with published tables/schedules.
2. I elect to have \$_____ withheld for federal income tax.
3. I elect to have NO federal income tax withheld.

F. STATE INCOME TAX ELECTION

If Option 1 or 3 in Section D or Option 1 or 2 in Section E is elected, please complete this Section.

Certain states, including California, require income tax withholding on amounts payable directly to you unless you elect not to have withholding apply.

1. I elect to have state income tax withheld in accordance with published tables/schedules.
2. I elect to have \$_____ withheld for state income tax.
3. I elect to have NO state income tax withheld.

G. AGE 59½ WITHDRAWALS - TRANSFER PLAN

If Option 2 or 3 in Section D is elected, please complete this Section.

The following entity has agreed to accept my direct rollover:

- An individual retirement account.
- A qualified plan or other eligible retirement plan

Name of Financial Institution/Eligible Retirement Plan: _____

Account Number (if applicable): _____

Plan Trustee (if Qualified Plan): _____

Check should be made payable to: _____

Address: _____

Telephone: () _____

H. CERTIFICATION

I certify that all information on this Application for 401(k) Withdrawal is true. My signature also indicates that I have received and read the Withdrawal Guidelines and the Special Tax Notice Regarding Plan Payments.

Signature

Date

I. PLAN ADMINISTRATOR'S DETERMINATION

Complete for all Withdrawal Applications:

Approved Disapproved for the following reason(s): _____

Complete for Hardship Withdrawal Applications:

- Participant must take all available loans before taking a hardship withdrawal. Process a hardship withdrawal only for the amount that exceeds the participant's maximum available loan amount (if any).
- Participant not required to take a loan before taking a hardship withdrawal, as a loan would cause a financial hardship.
- Loans are not permitted from this plan, or from any other retirement plan sponsored by the company.

I certify that I have reviewed documentation supplied by the employee, and have determined that it adequately supports this request for a hardship withdrawal.

Authorized Plan Representative

Date

APPENDIX

This Appendix applies if your Plan is subject to the Joint and Survivor Annuity requirement.

Participant Name: _____ Soc. Sec. #: _____

Plan Name: _____

If your Plan is subject to the Joint and Survivor Annuity requirement, you must read and complete Part A. If you are married and either you are over the Plan's normal retirement age or your vested benefit is greater than \$5,000, your spouse must sign Part B. Your spouse's signature must be notarized. For more information regarding your Plan, please read the Plan's Summary Plan Description.

PART A – PARTICIPANT CERTIFICATION

I have received and reviewed the Withdrawal Guidelines describing the Single Life Annuity, Joint and Survivor Annuity and Single Sum Payment distribution options offered by the Plan.

Unmarried Participants

I understand that if I am over normal retirement age or if my vested benefit is greater than \$5,000, I can elect either a Single Sum Payment or a Single Life Annuity.

Married Participants

I understand that if I am over normal retirement age or if my vested benefit is greater than \$5,000, the normal form of benefit is a Joint and Survivor Annuity. If I elect a Single Sum Payment, my spouse must give notarized consent to such election, waiving all rights to a Joint and Survivor Annuity under the Plan.

Participant's Signature

Date

PART B - SPOUSAL APPROVAL

As the spouse of the above-named Participant, I have read and understand the 401(k) Withdrawal Guidelines describing the Joint and Survivor Annuity and the Single Sum Payment. I understand that my spouse's benefits under this Plan may consist in whole or in part of community property in which I have an interest. I am aware that it is recommended that I consult with legal counsel prior to consenting to the above election.

I understand that if my spouse has elected to receive a Single Sum Payment or Single Life Annuity, by approving this election I am waiving my spousal right to a Joint and Survivor Annuity from the Plan. I hereby voluntarily consent to and join in the benefit selections made herein. So long as my spouse shall allow this Application for 401(k) Withdrawal form to remain in force, I hereby waive any and all claim to benefits as spouse of said Participant except as my interest may appear herein.

Date: _____ Spouse's Signature: _____

STATE OF _____

COUNTY OF _____

On _____ before me, _____,
(insert name and title of the officer)

personally appeared _____,
who proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged to
me that he/she/they executed the same in his/her/their authorized capacity(ies),
and that by his/her/their signature(s) on the instrument the person(s), or the
entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY that the foregoing paragraph is true and correct.
WITNESS my hand and official seal.

Signature: _____ [This area for official notarial seal.]

PAYROLL CHANGE FORM

Name: _____ Soc. Sec.#: _____
(Please print)

Date of Birth: _____ Date of Hire: _____

Plan Name: _____

- () I elect to CHANGE my contribution percentage to _____% of my pay each pay period. If the Plan allows for investment direction by the participant, I understand that my contributions will be invested based on my current investment elections.

- () I elect to STOP my contributions to the Plan until further notice. I understand that if I receive a hardship withdrawal, I must also stop my contributions to the Employer's cafeteria plan(s), except for those contributions used to provide health benefits.

Employee's Signature Date

Plan Administrator's Confirmation

This Payroll Change form was received on _____.

Payroll Effective Date: _____

Plan Administrator/Representative

Distribution: Personnel, Payroll, Employee

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

This notice explains how you can continue to defer federal income tax on your retirement plan savings in the Plan and contains important information you will need before you decide how to receive your Plan benefits. All references to “the Code” are references to the Internal Revenue Code of 1986, as amended. This notice summarizes only the federal (not state or local) tax rules which apply to your distribution. Because these rules are complex and contain many conditions and exceptions which we do not discuss in this notice, you may need to consult with a professional tax advisor before you receive your distribution from the Plan.

A. TYPES OF PLAN DISTRIBUTIONS

Eligibility for rollover. The Code classifies distributions into two types: (1) distributions you may roll over (“eligible rollover distributions”) and (2) distributions you may not roll over. See “Distributions not eligible for rollover” below. You also may receive a distribution under which part of the distribution is an eligible rollover distribution and part is not eligible for rollover. 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 (except for a rollover from a pre-tax account to a Roth IRA, described in the last paragraph of Section B below). The Plan Administrator will assist you in identifying which portion of your distribution is an eligible rollover distribution and which portion is not eligible for rollover.

Plans that may accept a rollover. You may roll over an eligible rollover distribution (other than Roth 401(k) plan deferrals and earnings) either to a Roth IRA, to a traditional IRA or to an eligible employer plan that accepts rollovers. An “eligible employer plan” includes a plan qualified under Code §401(a), including a 401(k) plan, profit sharing plan, defined benefit plan, stock bonus plan (including an ESOP) or money purchase plan; a §403(a) annuity plan; a 403(b) plan; and an eligible §457(b) plan maintained by a governmental employer (governmental 457 plan). Special rules apply to the rollover of after-tax contributions and of Roth 401(k) deferrals. See “After-tax contributions and Roth 401(k) plan deferrals” below. **YOU MAY NOT ROLL OVER ANY DISTRIBUTION TO A SIMPLE IRA OR A COVERDELL EDUCATION SAVINGS ACCOUNT (FORMERLY KNOWN AS AN EDUCATIONAL IRA).**

Deciding where to roll over a distribution. 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. 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 an IRA or to split your rollover amount between the employer plan in which you will participate and an IRA. You also should find out about any documents you must complete before a receiving plan or IRA sponsor will accept a rollover. 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 also may be subject to different tax treatment than distributions from this Plan. Check with the administrator of the plan that is to receive your rollover regarding subsequent distributions and taxation of the amount you will roll over, prior to making the rollover.

Distributions not eligible for rollover. An eligible rollover distribution means any distribution to you of all or any portion of your account balance under the Plan except: (1) a distribution which is part of a series of substantially equal periodic payments; (2) a required minimum distribution; (3) a hardship distribution; (4) an ESOP dividend; (5) a corrective distribution; (6) a loan treated as a distribution; (7) life insurance cost; (8) 90-day automatic enrollment withdrawals; or (9) ESOP prohibited allocations.

Substantially equal periodic payments. You may not roll over a distribution if it is part of a series of substantially equal payments made at least once a year and which will last for: (1) your lifetime (or your life expectancy), (2) your lifetime and your beneficiary’s lifetime (or life expectancies), or (3) a period of 10 years or more.

Required minimum distributions. Beginning in the year in which occurs the later of your retirement or your attainment of age 70½, the Code may require the Plan to make “required minimum distributions” to you. You may not roll over the required minimum distributions. Special rules apply if you own more than 5% of the Employer.

Hardship distributions. A hardship distribution is not eligible for rollover.

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 from the plan to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

Loans treated as taxable “deemed” 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 C. below. Ask the Plan Administrator if distribution of your loan qualifies for rollover treatment.

Life insurance cost. The cost of life insurance paid by the Plan.

90-day automatic enrollment withdrawals. Contributions made under special automatic enrollment rules that you request to withdraw within 90 days of enrollment.

ESOP prohibited allocations. Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP. (Also, there generally will be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA.)

After-tax Contributions and Roth 401(k) plan deferrals.

After-tax/rollover into an IRA. You may roll over your after-tax contributions to an IRA (including a Roth IRA) either directly or indirectly. The Plan Administrator will assist you in identifying how much of your payment is the taxable portion and how much is the after-tax portion. 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 you to determine the nontaxable amount of any future distributions from the IRA. Once you roll over your after-tax contributions to an IRA, you may NOT later roll over those amounts to an employer plan, but may roll over your after-tax contributions to another IRA.

After-tax/rollover into an employer plan. You may DIRECTLY roll over after-tax contributions from the Plan to another qualified plan (including a defined benefit plan) or to a 403(b) plan if the other plan will accept the rollover and provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You may NOT roll over after-tax contributions from the Plan to a §403(a) annuity plan, or to a governmental 457 plan. If you want to roll over your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator to make a direct rollover on your behalf. Also, you may not first roll over after-tax contributions to an IRA and then roll over that amount into an employer plan.

Roth 401(k) plan deferrals. If your plan is a 401(k) plan and it provides for Roth deferrals, you may roll over an eligible rollover distribution that consists of Roth deferrals and earnings (whether or not it is a “qualified” Roth distribution) either: (1) by a direct rollover to another Roth 401(k) plan, or to a Roth 403(b) plan, provided the Roth 401(k) plan or the Roth 403(b) plan will accept the rollover; or (2) by a direct or 60-day rollover to a Roth IRA. Alternatively, you can roll over the taxable portion of a non-qualified Roth distribution by a 60-day rollover to a Roth 401(k) plan or to a 403(b) plan. See Section C. “Taxation of Roth deferrals” and “60-day rollover option” below.

If you roll over a Roth deferral account to a Roth IRA, the amount you roll over will become subject to the tax rules that apply to the Roth IRA. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

- All of your Roth IRAs will be considered for purposes of determining whether you have satisfied the 5-year rule to enable you to receive a qualified distribution from the Roth IRA (counting from January 1 of the year for which your first contribution was made to any of your Roth IRAs).
- You will not be required to take a distribution from the Roth IRA during your lifetime and you must keep track of the aggregate amount of the after-tax contributions in all of your Roth IRAs (in order to determine your taxable income for later Roth IRA payments that are not qualified distributions).
- Eligible rollover distributions from a Roth IRA can only be rolled over to another Roth IRA.

30-Day Notice Period/Waiver. After receiving this notice, you have at least 30 days to consider whether to receive your distribution or have the distribution directly rolled over. If you do not wish to wait until this 30-day notice period ends before your election is processed, you may waive the notice period by making an affirmative election indicating whether or not you wish to make a direct rollover. Your distribution then will be processed in accordance with your election as soon as practical after the Plan Administrator receives your election.

B. DIRECT ROLLOVER

Direct rollover process. You may elect a direct rollover of all or any portion of an eligible rollover distribution. If you elect a direct rollover, the Plan Administrator will pay the eligible rollover distribution directly to your IRA or to another eligible employer plan (or, in the case of a distribution of Roth deferrals, to a Roth IRA, a Roth 401(k) plan, or a Roth 403(b) plan) which you have designated. Alternatively, for the cash portion of your distribution, if any, the Plan Administrator may give you a check negotiable by the trustee or custodian of the recipient eligible employer plan or IRA. To complete the direct rollover, you must deliver the check to that trustee/custodian. A direct rollover amount is not subject to taxation at the time of the rollover, unless the direct rollover is from a pre-tax account to a Roth IRA. Except for a direct rollover of a pre-tax amount to a Roth IRA, the taxable portion of your direct rollover will be taxed later when you take it out of the IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to *different tax treatment* than it would be if you received a taxable distribution from this Plan. If you elect a direct rollover, your election form must include identifying information about the recipient IRA or plan.

Treatment of periodic distributions. If your Plan distribution is a series of payments over a period of less than ten years, each payment is an eligible rollover distribution. Your election to make a direct rollover will apply to all payments unless you advise the Plan Administrator of a change in your election. The Plan might not let you choose a direct rollover if your distributions for the year are less than \$200. The \$200 limit may apply separately to Roth distributions and non-Roth account distributions.

Splitting a distribution/small distributions. If your distribution exceeds \$500, you may elect a direct rollover of only a part of your distribution, provided the portion directly rolled over is at least \$500. If your distribution is \$500 or less, you must elect either a direct rollover of the entire amount or payment of the entire amount. The Plan might not let you choose a direct rollover if your distributions for the year are less than \$200.

Change in tax treatment resulting from a direct rollover. The tax treatment of any payment from the eligible employer plan or 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 roll over your benefit to a 403(b) plan, a governmental 457 plan, or an IRA, your benefit no longer will be eligible for that special treatment. See the sections below entitled “10% penalty tax if you are under age 59½” and “Special tax treatment if you were born before 1936.”

Automatic rollover of certain distributions. If your distribution is an eligible rollover distribution and the Plan will distribute your account balance (without your consent as required by the Plan), you still may elect whether to receive or to roll over the distribution. The Plan may distribute your account without your consent in limited circumstances (e.g., if your vested account balance does not exceed \$5,000 [disregarding any amounts in your account as a result of a prior

rollover to the Plan]). The Plan Administrator will provide you a distribution notice and/or election forms that will advise you whether the Plan will distribute your account without your consent. If the Plan does distribute without your consent, you still may elect whether to receive the distribution or to directly roll over the distribution to another plan or to an IRA (subject to the exception for distributions less than \$200 discussed above). If you do not make an election either to receive or to roll over the distribution, the Plan Administrator will roll over the distribution to an IRA in your name. You can transfer these IRA funds at any time to another IRA you designate. The Plan Administrator, in the distribution election forms, will provide you with information regarding the financial institution sponsoring this IRA.

Taxation of direct rollover of pre-tax distribution to Roth IRA. If you directly roll over a pre-tax distribution to a Roth IRA, the taxable portion of the distribution is subject to taxation for the taxable year in which the distribution occurs (except that a special taxation rule applies to distributions during 2010 that you roll over to a Roth IRA, under which the distribution can be subject to taxation ratably during 2011 and 2012).

After you roll over a pre-tax distribution to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59½ (or after your death or disability, or as a qualified first-time homebuyer distribution of up to \$10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies). You do not have to take required minimum distributions from a Roth IRA during your lifetime. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

C. DISTRIBUTIONS YOU RECEIVE

Taxation of eligible rollover distributions. The taxable portion of an eligible rollover distribution which you elect to receive is taxable to you in the year you receive it unless, within 60 days following receipt, you roll over the distribution to an IRA or to another eligible employer plan.

Taxation of Roth deferrals. If your distribution includes Roth (after-tax) 401(k) plan deferrals, the taxation of the Roth deferrals depends on whether or not the distribution is a qualified distribution. For a distribution of Roth deferrals to be a qualified distribution, you must have satisfied two requirements: (1) the distribution must occur on or after the date you attain age 59½, on or after the date of your death, or on account of your being disabled; and (2) the distribution must occur after the end of the 5th calendar year beginning with the first calendar year for which you made Roth deferrals to the Roth 401(k) plan. If the distribution of Roth deferrals is a qualified distribution, then neither the deferrals nor the earnings distributed on the deferrals will be taxable to you. If the distribution is not a qualified distribution, then the portion of the distribution representing your Roth deferrals will not be taxable to you, but the portion of the distribution representing earnings on the Roth deferrals will be taxable to you in the year you receive the distribution, unless you elect a direct rollover as described in Section B above, or within 60 days following receipt, you roll over the distribution to a Roth IRA, or you roll over the earnings on the Roth deferrals to a qualified plan or to a 403(b) plan, as explained under “60-day rollover option” below.

Withholding on eligible rollover distributions. The taxable portion of your eligible rollover distribution is subject to 20% federal income tax withholding. You may not waive this withholding. For example, if you elect to receive a taxable eligible rollover distribution of \$5,000, the Plan will pay you only \$4,000 and will send to the IRS \$1,000 as income tax withholding. You will receive a Form 1099-R from the Plan reporting the full \$5,000 as a distribution from the Plan. The \$1,000 withholding amount applies against any federal income tax you may owe for the year. The direct rollover is the *only* means of avoiding this 20% withholding.

60-day rollover option. The direct rollover explained in Section B above is not the only way to make a rollover. If you receive payment of an eligible rollover distribution, you still may roll over all or any portion of the distribution to an IRA (including a Roth IRA) or to another eligible employer plan that accepts rollovers, except to the extent the distribution consists of Roth deferrals and earnings on the Roth deferrals. You may roll over the Roth deferrals and earnings on the Roth deferrals to a Roth IRA, or you may roll over only the taxable earnings (if any) on the Roth deferrals (but not the Roth deferrals) to a Roth 401(k) plan or to a 403(b) plan. If you decide to roll over the distribution, *you must make the*

rollover within 60 days of your receipt of the payment. The portion of your distribution which you elect to roll over generally is not subject to taxation until you receive distributions from the IRA or eligible employer plan. However, see “Taxation of direct rollover of pre-tax distribution to Roth IRA,” above.

You may roll over 100% of your eligible rollover distribution even though the Plan Administrator has withheld 20% of the distribution for income tax withholding. If you elect to roll over 100% of the distribution, you must obtain *other money* within the 60-day period to contribute to the IRA or eligible employer plan to replace the 20% withheld. If you elect to roll over only the 80% which you receive, the 20% withheld will be subject to taxation.

Example. Assume the taxable portion of your eligible rollover distribution is \$5,000, and you do not elect a direct rollover. The Plan pays you \$4,000, withholding \$1,000 for income taxes. However, assume within 60 days after receiving the \$4,000 payment, you decide to roll over the entire \$5,000 distribution. To make the rollover, you will roll over the \$4,000 you received from the Plan and you will contribute \$1,000 from other sources (your savings, a loan, etc.). In this case, you will not have any tax liability with respect to the Plan distribution. The Plan will report a \$5,000 distribution for the year and you will report a \$5,000 rollover. When you file your income tax return, you may receive a refund of the \$1,000 withheld. If you roll over only the \$4,000 paid from the Plan, the \$1,000 you do not roll over is taxable. In addition, the \$1,000 you do not roll over may be subject to a 10% penalty tax. See “10 penalty tax if you are under age 59½” below. When you file your income tax return, you still may receive an income tax refund, but the refund likely will be smaller because \$1,000 of the distribution is taxable.

Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

Withholding on distributions not eligible for rollover. The 20% withholding described above does not apply to any taxable portion of your distribution that is *not* an eligible rollover distribution. You may elect whether to have federal income tax withholding apply to that portion. If you do not wish to have any income taxes withheld on that portion of your distribution, or if you wish to have an amount other than 10% withheld, you will need to sign and date IRS Form W-4P, checking the box opposite line 1. The Plan Administrator will provide you Form W-4P if your distribution includes an amount that does not constitute an eligible rollover distribution. If you do *not* return the Form W-4P to the Plan Administrator prior to the distribution, the Plan Administrator will treat the failure to return the form as an *affirmative election* to have 10% withholding apply.

10% penalty tax if you are under age 59½. If you receive a distribution from the Plan before you reach age 59½ and you do not roll over the distribution, the taxable portion of your distribution is subject to a 10% penalty tax in addition to any federal income taxes unless an exception applies. The exceptions are as follows:

- Payments made after you separate from service if you will be at least 55 in the year of the separation.
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary).
- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least 50 in the year of the separation.
- Payments made due to disability.
- Payments after your death.
- Payments of ESOP dividends.
- Corrective distribution of contributions that exceed tax law limitations.
- Cost of life insurance paid by the Plan.
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment.
- Payments made directly to the government to satisfy a federal tax levy.
- Payments made under a qualified domestic relations order (QDRO).
- Payments up to the amount of your deductible medical expenses.

- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001, for more than 179 days.
- Payments of certain automatic enrollment contributions that you request to withdraw within 90 days of the first contribution.

If you roll over the distribution to an IRA, and receive a distribution from the IRA when you are under age 59½, you will have to pay the 10% additional penalty tax unless an exception applies. While the exceptions generally are the same as those listed above, there are some differences. See IRS Publication 590 for a discussion of the IRA distribution rules.

If you directly roll over a pre-tax distribution to a Roth IRA, the 10% penalty will not apply to the taxable portion of the distribution. However, if a taxable amount you rolled over into a Roth IRA from a pre-tax account is distributed within five years, the 10% penalty will apply to the distribution as if the distribution were includible in gross income.

The 10% penalty tax will not apply to distributions from a governmental 457 plan, except to the extent the distribution (including earnings) is attributable to an amount you rolled over *to* that plan from another type of eligible employer plan or IRA. Any amount rolled over *from* a governmental 457 plan to another type of eligible employer plan or to a traditional IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59½, unless one of the exceptions applies.

Special tax treatment if you were born before 1936. If your distribution is a “lump sum distribution,” and you were born before 1936, you may elect special treatment, but only if you do not roll over any part of the lump sum distribution. If you roll over only a portion of your distribution to an IRA, a governmental 457 plan, or a 403(b) plan, this special tax treatment is not available for the rest of the payment. A lump sum distribution is a distribution, within one calendar year, of your entire vested account balance (including any nontaxable portion of your distribution) under the Plan (and certain similar plans maintained by the Employer). If you are not a self-employed individual, the distribution must occur after you attain age 59½ or after you have separated from service with the Employer. For a self-employed individual, a lump sum distribution must occur after the self-employed individual attains age 59½ or becomes disabled.

Ten-year averaging. If you receive a lump sum distribution and you were born before 1936, you can make a one-time election to figure the tax on the lump sum distribution under “10-year averaging” using 1986 tax rates. Ten-year averaging often reduces the tax you owe.

Capital gain treatment. If you receive a lump sum distribution, you were born before 1936 *and* you were a participant in the Plan before 1974, you may elect to have the part of your lump sum distribution attributable to your pre-1974 participation taxed as long-term capital gain at a rate of 20%.

Special tax treatment election and limitations. You must have completed at least five years of active participation in the Plan for special tax treatment to apply to the lump sum distribution election. You may elect special tax treatment (ten-year averaging or capital gain treatment) by filing IRS Form 4972 with your income tax return. The instructions to Form 4972 provide further details regarding the reporting of your lump sum distribution and describe the rules for determining whether a distribution qualifies as a lump sum distribution. As a general rule, you may not elect special tax treatment for a lump sum distribution if you elected ten-year (or previously available five-year) averaging with respect to a prior lump sum distribution you received after December 31, 1986, or after you had attained age 59½. You may not elect this special tax treatment if you rolled amounts into this Plan from a 403(b) plan, from a governmental 457 plan or from an IRA not originally attributable to a qualified employer plan. You also may not elect special tax treatment if you previously rolled over another distribution from the Plan. Finally, you may not elect special tax treatment if you roll over your distribution to an IRA, a governmental 457 plan or a 403(b) plan, and then take a distribution from the IRA, plan or annuity.

Repayment of participant loans. If you have an outstanding participant loan when you separate from service with the Employer, the Employer may reduce (“offset”) your account balance by the outstanding loan balance. The loan offset is a distribution and is taxable to you (including the 10% penalty tax on early distributions, unless an exception applies) unless you roll over the amount of the offset within 60 days of the date of the offset. Withholding does not apply if the loan offset is your only distribution. If you receive a distribution of cash or property in addition to the offset, withholding will apply to the entire distribution, but the withholding amount will not exceed the amount of cash or property (other than employer securities) you receive in addition to the offset. You may not roll over the amount of a defaulted plan loan that is a taxable *deemed* distribution.

U.S. Armed Forces service. You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

Government publications. IRS Publication 575, Pension and Annuity Income, IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans), and IRS Publication 590, Individual Retirement Arrangements (IRAs), provide additional information about the tax treatment of plan distributions and rollovers. These publications are available from a local IRS office, on the IRS's Internet Website at www.irs.gov, or by calling 1-800-TAX-FORMS.

Nonresident aliens. If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, U.S. Tax Guide for Aliens, and IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

Employer Securities. The Code provides a special rule for a distribution which includes Employer securities (*i.e.*, stock of the Employer). In order to take advantage of this special rule: (1) the distribution must qualify as a lump sum distribution; or (2) the Employer stock must be attributable to after-tax employee contributions. Under this special rule, you have the option of not paying the 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 the Plan held the stock. For example, if the Employer contributed Employer stock to your account when the stock was worth \$500 but the stock is worth \$800 when you receive it, you could elect not to pay the tax on the \$300 increase in value until you later sold the stock.

Election against special rule. You may elect not to have the special rule apply to net unrealized appreciation. If you elect not to apply the special rule, your net unrealized appreciation is taxable in the year of distribution, unless you roll over the stock. You may roll over the stock to an IRA or to another eligible employer plan in a direct rollover or a 60-day rollover. Generally, you no longer will be able to use the special rule for net unrealized appreciation if you roll the stock over to an IRA or to another eligible employer plan.

Withholding requirements. If you receive only Employer stock in a distribution that is eligible for rollover, withholding will not apply to the distribution. If you receive cash or property other than Employer stock, as well as Employer stock, in a distribution that is eligible for rollover, the plan will base the 20% withholding amount on the entire taxable amount paid to you (including the value of the Employer stock determined by excluding the net unrealized appreciation). However, the amount withheld will not exceed the cash or property (excluding Employer stock) paid to you.

Income averaging. If you receive Employer stock in a distribution which qualifies as a lump sum distribution, the income averaging election also may apply. See IRS Form 4972 for additional information on these rules.

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