

Premiere Select® Retirement Plan ("PSRP Account")

Earnings Distribution Request Form

Customer Instructions, Terms and Conditions

The attached form should be used to request distributions of dividends, interest and/or capital gains ("earnings") from your Premiere Select Retirement Plan Account ("PSRP Participant Account") or Premiere Select Retirement Plan Beneficiary Distribution Account ("PSRP-BDA," together with PSRP Participant Account, "PSRP Account"), or to change an existing earnings distribution plan. If you wish to request a distribution from more than one PSRP Account, you must complete a separate form for each PSRP Account.

Please read these Customer Instructions, Terms and Conditions carefully before completing the attached form. You are responsible for complying with IRS rules governing retirement plan distributions including Required Minimum Distributions. If you fail to meet any IRS requirements regulating retirement plan distributions, you may be subject to tax penalties. If you have any questions regarding your specific situation, please consult with your tax advisor.

Please read the attached special tax notice for more information on the tax consequences of certain plan distributions/payments.

In general, distributions to married participants from all Money Purchase Plans and certain Profit Sharing Plans must be made in the form of a Qualified Joint and Survivor Annuity ("QJSA"), or if a participant dies before distributions under the Plan have begun, in the form of a Qualified Pre-Retirement Survivor Annuity ("QPSA"), unless the participant's spouse waives the annuity requirements in writing. Please consult your tax advisor for more information.

If this distribution is being made from an inherited Money Purchase Plan account, then the distribution options outlined below are only available if the participant elected out of the QJSA or QPSA and, if married, obtained written spousal consent to the waiver. Please contact the Plan Administrator to determine if any waivers were made. If the plan participant was unmarried, then the QJSA/QPSA requirements do not apply.

If the distribution is being made from an inherited Profit Sharing Plan account, then the QJSA/QPSA requirements do not apply if both of the following are met: (1) the plan participant elected not to receive distributions in the form of a life annuity, (2) the plan participant's spouse takes the distribution within 90 days following the date of the participant's death.

For full distributions, a \$75 liquidation/termination fee and a final year annual maintenance fee, if applicable, as described in your Premiere Select Retirement Plan Application or in some other manner acceptable to the Trustee, if applicable, will be collected from the final distribution amount.

If you have any questions, please consult your Broker, Financial Advisor or Investment Professional ("investment representative").

- Write your account number in the boxes in the upper right-hand corner of the form.
- If changing/establishing/deleting an earnings distribution plan, please check the appropriate box.

1 Retirement Plan Information

Please provide the name of the Plan and Plan Administrator and indicate the plan type. If you have both a Money Purchase and a Profit Sharing Plan, you must complete a separate distribution request form for each plan type.

2 Participant/Beneficiary Information

Please complete this section as appropriate.

3 Reason for Distribution

Please indicate the reason for this distribution, choosing only one. Distributions from a PSRP Account are only permitted when a participant attains age 59½, separates from service, is disabled, if the plan is terminated, or due to death if the PSRP Account is a beneficiary distribution account. If one of these triggering events does not occur, then the distribution cannot be processed. Distributions for any other reasons can result in plan disqualification.

If you are a participant and are under age 59½ and you request a distribution, your distribution will be taxed as ordinary income and may also be subject to a 10% early distribution penalty. Please consult your tax advisor for details.

If you wish to take death distributions from inherited Premiere Select Retirement Plan assets you must first transfer the assets to a PSRP-BDA, and then take the death distributions from the PSRP-BDA. If you wish to request a transfer pursuant to a divorce of the Premiere Select Retirement Plan participant, do not complete this form. Please contact your investment representative for additional instructions.

4 Earnings Distribution Instructions You may elect to have the earnings on certain mutual funds and/or eligible stock distributed to you based on the Dividends, Interest and Capital Gains Account Service Instructions ("Account Service Instructions") currently in effect for your PSRP Account, or you may elect to change your Account Service Instructions to pay ALL mutual fund dividends and capital gains and ALL eligible stock dividends in cash to your core account investment vehicle ("core account") to be distributed to you. If you do not make a choice on the form, your earnings distributions will be paid to you based on the Account Service Instructions currently in effect for your PSRP Account (option A).

- The earnings that are paid in cash and credited to your core account will be distributed to you from your core account in accordance with the frequency and payment method that you select in Sections 5 and 6 respectively.
- If there are insufficient funds available in the core account to process a distribution for the entire amount earned during the payment period, NFS will generally attempt to process your requested distribution each day for the next 15 business days. Generally, if there are insufficient funds available in the core account by the expiration of that 15 business day period, the earnings distribution for that period will not be processed unless the distribution is scheduled to pay in December, in which case a distribution of the balance in the core account may be processed.
- If you acquire new positions in your PSRP Account after you have established the earnings distribution plan, the earnings on those new positions will be paid in cash to your core account and will be included in the earnings distribution plan unless or until new Account Service Instructions are established on your account by your Broker/Dealer.
- If you terminate your earnings distribution plan, your Account Service Instructions in effect at that time will remain in effect unless and until new instructions are established on your account by your Broker/Dealer.
- **The minimum earnings amount per check payment that can be distributed to you by check is \$25** (less income tax withholding, if applicable). If the earnings balance of your core account is less than \$25 on any scheduled payment date and you have elected to have payments made by check (Section 6, options B or C), the earnings distribution will not be processed and any earnings will accrue in your core account to be distributed at the next scheduled payment date on which the earnings balance is at least \$25. Note: There is no minimum earnings amount for payments that are distributed to a non-retirement brokerage account or via Electronic Funds Transfer (Section 6, options A and D).
- **The maximum earnings amount that can be distributed to a non-retirement brokerage account is \$99,999.99.** If the earnings balance of your core account is greater than \$99,999.99 on any scheduled payment date and you have elected to have payments distributed to your non-retirement brokerage account (Section 6, Option A), a distribution of only the maximum amount — \$99,999.99 — will be processed and the balance of the earnings will accrue in your core account.

5 Frequency of Earnings Distribution Payments

Your earnings distribution plan will be activated in accordance with your instructions approximately seven (7) business days after this form is received in good order, by the Trustee. Please keep this in mind when providing the beginning date.

You may choose one of the following frequency schedules in Section 5 of the form:

- **Daily** - payments will be scheduled to pay each business day. NOTE: Daily payments cannot be made by check. When selecting this frequency you may select ONLY payment method A or D in Section 6 of the form.
- **Weekly** - payments will be scheduled to pay on the Friday of each week.
- **Monthly** - payments will be scheduled to pay on the last Friday of each month.
- **Semi-Monthly** - payments will be scheduled to pay on the second and last Friday of each month.
- **Quarterly** - payments will be scheduled to pay on the last Friday of March, June, September and December.
- **Weekly PLUS** - payments will be scheduled to pay on Friday of each week AND on the first business day following the 1st, 15th, and 22nd of each month.
- **Specific Date** - you may request up to three specific date(s) and the specific month(s) to schedule your payments.

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- If the scheduled first payment date falls on a weekend or holiday, payment will generally be made on the following business day — any subsequent scheduled payment dates that fall on a weekend or holiday will generally be made on the previous business day.
- Distribution payments scheduled to pay out on the 29th, 30th, or 31st that fall in a month that has less days, will be paid out on the last business day of the month.
- Distribution payments scheduled to pay out in December may result in your distribution being processed prior to the scheduled date to ensure that your distribution is processed prior to year end.

6 Payment Method

A. Distribution to your Non-Retirement Brokerage Account If you want earnings distributed to your new or existing non-retirement brokerage account, please check this box and provide your account number. An application must be completed to establish a new non-retirement brokerage account.

B. Mailed to your Address of Record Checks will be mailed to the mailing address of record on your PSRP Account. This payment method is not available if you choose to have your earnings distributed to you daily in Section 5.

C. Paid and/or Mailed to an Alternate Address If you want checks paid to a payee other than the PSRP Account owner and/or mailed to an address other than the mailing address of record, check this box and provide complete alternative payee and/or alternative address information. This payment method is not available if you choose to have your earnings distributed to you daily in Section 5.

D. Directly Deposited to your Bank or Credit Union Account, Using Electronic Funds Transfer (EFT) If you would like the distribution(s) to be deposited directly to your bank or credit union account via EFT you must have EFT instructions on your account. If your account is not currently set up for EFT, please note that it will take up to 14 days to establish EFT instructions. To add EFT instructions, complete the **Bank Information** in Section 6 or attach a voided check. Once EFT is established, please allow 2-3 days after the date the distribution is processed for funds to reach your bank or credit union. In order to send your distribution via EFT the recipient bank must be a member of the Automated Clearing House (“ACH”).

7 Notice of Withholding – Please read carefully before completing this section of the form.

NOTE: Withholding does not apply to Direct Rollovers.

20% Withholding — IRS regulations require us to withhold federal income tax at the rate of 20% from your Premiere Select Retirement Plan distribution(s) that is (are) eligible to be rolled over if the distribution(s) is (are) not directly rolled over to another eligible retirement plan or to an IRA. Generally, distributions that are not subject to this withholding include: distributions of certain substantially equal periodic payments made over ten or more years and Required Minimum Distributions. Please refer to the Special Tax Notice for additional information.

10% or Wage Table Withholding — If the distribution is not considered an eligible rollover distribution, the mandatory 20% withholding does not apply. Instead, your distributions are subject to federal income tax withholding at a rate of 10% for one-time distributions and at a rate based on IRS wage tables for periodic distributions unless you elect not to have withholding apply. Withholding will apply to the gross amount of each distribution, even if you have made non-deductible contributions. Moreover, failure to provide a U.S. residential address will result in 10% withholding on the distribution proceeds even if you have elected not to have tax withheld (an IRS requirement). A Post Office Box does not qualify as a residential address.

If federal income tax is withheld from your distribution, state income taxes may also be withheld. Your state of residence will determine your state income tax withholding requirements, if any. Your state of residence is determined by your legal address of record provided for your Premiere Select Retirement Plan account.

Residents of AR, IA, KS, MA, ME¹, NE, OK, PR², VA and VT: If federal income tax is withheld, state income tax of at least your state’s minimum requirements must be withheld in addition to federal income tax withholding at the time of your distribution. If you elect out of federal income tax withholding, state income tax will not be withheld unless you indicate otherwise.

¹Applicable to residents of ME taking One-Time Distributions **ONLY**. If you are a resident of ME taking Periodic Distributions, see **Residents of DE and ME⁴** below.

²Applicable to residents of PR taking Periodic Distributions **ONLY**. If you are a resident of PR and are taking a One-Time Distribution, please see **Residents of all other states and the District of Columbia** below.

Residents of CA, GA³, NC and OR: If federal income tax is withheld, state income tax of at least your state’s minimum requirements must be withheld in addition to federal income tax withholding at the time of your distribution unless you elect not to have state income taxes withheld.

³Applicable to residents of GA taking Periodic Distributions **ONLY**. If you are a resident of GA and are taking a One-Time Distribution, please see **Residents of all other states and the District of Columbia** below.

Residents of DE and ME⁴: State income tax of at least your state’s minimum requirements must be withheld regardless of whether or not federal income tax is withheld unless you elect not to have state income taxes withheld.

⁴Applicable to residents of ME taking periodic distributions **ONLY**. If you are a resident of ME and are taking a one time distribution, see **Residents of AR, IA, KS, MA, ME², NE, OK, PR¹, VA and VT** above.

Residents of AK, FL, HI, MS, NH, NV, SD, TN, TX, WA or WY: State income tax withholding is not available on your Premiere Select Retirement Plan distributions. Please consult your tax advisor, state agency, or investment representative for more information.

Residents of all other states⁵ and the District of Columbia other than those noted above: You are not subject to mandatory state income tax withholding; however, you may elect voluntary state income tax withholding in a percentage. If you elect to have state income taxes withheld and your state provides a minimum amount or percentage for withholding, you must elect a percentage that is not less than your state’s minimum withholding requirements. If the percentage you elect for withholding is less than your state’s minimum withholding requirements, your state’s minimum amount or percentage will be withheld.

⁵Includes residents of GA and PR taking One-Time Distributions.

IMPORTANT: State tax withholding rules can change and the rules cited above may not reflect the current ruling of your state. Please consult with your investment representative to obtain the most up-to-date information pertaining to your state.

Whether or not you elect to have federal and, if applicable, state income tax withheld, you are still responsible for the full payment of federal income tax, any state tax or local taxes, and any penalties which may apply to your distribution(s). Whether or not you elect to have withholding apply (by indicating so on the distribution request form), you may be responsible for payment of estimated taxes. You may incur penalties under the IRS and applicable state tax rules if your estimated tax payments are not sufficient.

If you are not a U.S. person (including a U.S. resident alien), you must submit IRS Form W-8BEN, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding, with this distribution request form to claim tax treaty benefits, if applicable. To obtain Form W-8BEN, please consult your tax advisor or go to the IRS Web site at <http://www.irs.gov>.

8 Signature

Section 8 must be signed by both the Participant (and, if applicable, the participant’s spouse) or Beneficiary, as applicable, and the Plan Administrator.

Before signing the **distribution request form**, please carefully read all sections of the **Premiere Select Retirement Plan Earnings Distribution Request Form** and attached **Customer Instructions, Terms and Conditions**. This distribution form is part of a legal agreement between you and NFS and by signing Section 8 or Section 9, as applicable, you are agreeing to be bound by the terms and conditions contained in the above-mentioned documents. Please also print the current date neatly in block letters in the space provided.

9 Spousal Consent – For PSRP Participant Accounts Only

Distributions to married participants from all Money Purchase Pension Plans and certain Profit Sharing Plans must be made in the form of a Qualified Joint and Survivor Annuity unless your spouse waives the right by providing spousal consent in Section 9. Please refer to Article 8 of the Premiere Select Retirement Plan and Trust for details. A participant may waive a qualified joint and survivor annuity contract, and a spouse may consent to such waiver, provided it is within 90 days before the first plan distribution.

Detach the completed distribution request form and return it to your investment representative.
Keep a copy of this form with the Customer Instructions, Terms and Conditions in your files.

Account Number -

Premiere Select® Retirement Plan ("PSRP Account")

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Please read the attached Customer Instructions, Terms and Conditions before completing this form.

- Check this box to **establish** a new earnings distribution plan in addition to any periodic distribution plan(s) you may have previously requested for the PSRP Account identified above.
- Check this box if you wish to **change** an existing earnings distribution plan previously established for the PSRP Account identified above.
- Check this box if you wish to **delete** an existing earnings distribution plan previously established for the PSRP account identified above.

1 Retirement Plan Information

Plan Name Plan Administrator

Daytime Phone Number -- Plan Type: Money Purchase OR Profit Sharing

2 Participant/Beneficiary Information

First Name MI Last Name

Social Security Number or Taxpayer ID Number Date of Birth --

3 Reason for Distribution – Choose One:

- Attainment of Age 59½ Plan Termination Death of the Participant (for PSRP-BDAs ONLY)
- Termination of Employment/Service Disability, as defined by the PSRP

4 Earnings Distribution Instructions – Choose One:

- A.** Distribute the earnings in my core account based on the Dividends, Interest and Capital Gains Account Service Instructions currently in effect for my PSRP Account indicated above, in accordance with the frequency and payment methods I select in Sections 5 and 6.
- OR—
- B.** Change my Dividends, Interest and Capital Gains Account Service Instructions to pay ALL mutual fund dividends and capital gains and ALL eligible stock dividends in cash to my core account of the PSRP Account indicated above, and then distribute the earnings in my core account in accordance with the frequency and payment method I select in Sections 5 and 6.

5 Frequency of Earnings Distribution Payments

Please read the instructions carefully for explanations of the payment frequency options listed below and choose one:

- Daily—(D) Weekly—(W) Monthly—(M)
- Semi-Monthly—(S) Quarterly—(Q) Weekly PLUS—(F)
- Specific Date—(X) , , Indicate the month(s) for Specific Date payments by checking the appropriate box(es) on the next page.

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Months (choose at least one — only if choosing Specific Date payments on the previous page):

ALL

Jan Feb Mar Apr May Jun

Jul Aug Sep Oct Nov Dec

6 Payment Method – Choose One:

A. Cash distribution(s) to my non-retirement brokerage account number: -

B. Check(s) mailed to my address of record. (Not available for daily payments.)

C. Check(s) paid and/or mailed to an alternate payee and/or address. (Not available for daily payments.)

Alternate Payee Name, if applicable

Street Address

City State Zip/Postal Code -

D. Directly deposited to my bank or credit union account, using Electronic Funds Transfer (EFT). If you do not already have EFT instructions in your account, please provide your Bank Information below or attach a voided check. By selecting this option and by signing the form below, you understand and agree that NFS cannot confirm the account registration at the receiving bank or financial institution.

Bank Information – Type of Account: <input type="checkbox"/> Checking <input type="checkbox"/> Savings (non-passbook) <input type="checkbox"/> NOW/MMDA	
Bank Name <input type="text"/>	
Your Bank's Routing Number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Your Bank Account Number <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Your Name as it Appears on Your Bank Account <input type="text"/>	

7 Withholding Election – Please read the **Customer Instructions, Terms and Conditions** carefully before completing this section.

Note: If you are not a U.S. person (including a U.S. resident alien) **DO NOT** complete this Section.

If you are requesting a Direct Rollover of your PSRP Account, do not complete this section as withholding will not apply to this distribution.

Indicate your withholding election below. If you are requesting a one-time distribution, this withholding election will apply to this distribution only. If you are requesting periodic distributions, your withholding election will apply to each payment in the series until a change to your withholding election is received and accepted by NFS. You may change your election for any subsequent distribution(s) by simply completing another Premiere Select Retirement Plan Distribution Request Form and submitting it to your investment representative.

Federal Income Tax Withholding – Choose One To the extent the distribution is not subject to 20% mandatory federal withholding, if you do not make an election below, federal income tax will be withheld from a one-time distribution (excluding Direct Rollovers and Qualified Rollover Contributions) at a rate of 10% or from periodic distributions at the appropriate rate based on IRS wage tables.

I **DO NOT** want to have federal income tax withheld from my Premiere Select Retirement Plan distribution(s).

I **want** to have federal income tax withheld from my Premiere Select Retirement Plan distribution(s) at the rate of: %

(insert whole percentage). For a one-time distribution, if you select a percentage of less than 10%, we will withhold 10%. For periodic distributions, if you select a percentage that is less than the appropriate IRS wage table rate, we will withhold at the IRS wage table rate.

Account Number

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State Income Tax Withholding

Do not complete this section if you are a resident of AK, FL, HI, MS, NH, NV, SD, TN, TX, WA, or WY.

Your state of residence will determine your state income tax withholding requirements, if any. Your state of residence is determined by your legal address of record provided for your Premiere Select Retirement Plan account. If federal withholding is applied, state income tax may also be required, regardless of your election. Please see information in the Notice of Withholding section of the **Customer Instructions, Terms and Conditions** for your state's rules.

I DO NOT want state income tax withheld. (For residents of CA, GA¹, ME², NC and OR you must check this box if federal income taxes are withheld and you do not want state income taxes withheld; for residents of DE you must check this box regardless of whether or not federal income taxes are being withheld if you do not want state income taxes withheld.)

¹Applies to Periodic Distributions ONLY.

²Applies to one time distributions ONLY; if you are a resident of ME taking a periodic distribution, you must check this box regardless of whether or not federal income taxes are being withheld if you do not want state income taxes withheld.

I want to have state income taxes withheld from my Premiere Select Retirement Plan distribution(s) in accordance with the minimum amount or percentage, if any, as determined by the requirements of my state of residence. Note: If your state does not provide a minimum amount or percentage for withholding and you do not provide a percentage below, state income taxes will not be withheld from your distributions.

I want to have % (insert whole percentage) withheld from my Premiere Select Retirement Plan distribution(s) for state income taxes.

Note: If you elect to have state income taxes withheld from your PSRP Account distribution(s) in a percentage that is less than your state's minimum withholding requirements, your state's minimum amount or percentage will be withheld.

8 Signature

Please check to make sure you have completed all appropriate sections of this form, then sign and date below. The Plan Administrator must always sign distribution requests.

I/We hereby certify that this distribution is being made pursuant to the Premiere Select Retirement Plan and Trust Agreement. I have carefully read and fully understand and agree to comply with the **Customer Instructions, Terms and Conditions** including the Notice of Withholding attached to this **Premiere Select Retirement Plan Earnings Distribution Request Form**.

I hereby certify that the information supplied on the Premiere Select Retirement Plan Earnings Distribution Request Form is complete and accurate. I also certify that (i) I understand the distribution choices applicable to me (or, if I am acting on behalf of a beneficiary, the beneficiary for whom this distribution is directed), and (ii) I have elected a distribution option consistent with my status (or the beneficiary's status on whose behalf I am acting).

I hereby certify under penalties of perjury that if I am a U.S. person (including a U.S. resident alien) the number shown in Section 2 of this form is my correct taxpayer identification (or Social Security) number. If I am not a U.S. person (including a U.S. resident alien), I have attached IRS Form W-8BEN with this **Premiere Select Retirement Plan Earnings Distribution Request Form** and included my U.S. taxpayer identification (or Social Security) number in order to claim tax treaty benefits, if applicable. I also acknowledge the receipt of the special tax notice regarding the mandatory 20% federal income tax withholding.

I indemnify the Trustee of my PSRP Account and NFS and their agent(s), successors, affiliates, and employees from any liability in the event that I fail to meet the IRS requirements regarding distributions from my Premiere Select Retirement Plan Account or Retirement Plan Beneficiary Distribution Account, as applicable.

PSRP Account Owner/Authorized Signator Signature

Date (required)

Plan Administrator's Signature

Date (required)

9 Spousal Consent – For PSRP Participant Accounts ONLY

I hereby consent to the form of distribution indicated on this form. I understand that I am giving up my right to receive a payment benefit that would otherwise be payable to me.

Spouse's Signature

Date

Notary's Signature

Date

Notary Stamp

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

This notice explains how you can continue to defer federal income tax on your retirement savings or retirement Plan benefits in the Premiere Select Retirement Plan (the "Plan") and contains important information you will need before you decide how to receive your Plan benefits. All references to a "section" are references to sections of the U.S. Internal Revenue Code (title 26 of the United States Code).

This notice is provided to you at the request of the 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 a traditional IRA, a Roth 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. If you have made designated Roth contributions to the Plan, you may rollover your designated Roth account to a Roth IRA or, via a direct rollover, to an eligible employer plan that accepts Roth rollovers; otherwise, your payment cannot be rolled over to a Roth IRA (prior to January 1, 2008), a SIMPLE IRA, or a Coverdell Education Savings Account (formerly known as an education IRA). An "eligible employer plan" includes a plan qualified under section 401(a), including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a section 403(a) annuity plan; a section 403(b) tax-sheltered annuity; and an eligible section 457(b) plan maintained by a governmental employer (governmental 457 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 or designated Roth contributions and any earnings thereon. 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 your distribution includes designated Roth contributions, you may wish to roll the portion of the distribution that came from a designated Roth account into a Roth 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 can contact your Plan Administrator.

Summary

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 and/or Roth 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:

- 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 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 roll over a payment from your designated Roth account to either a Roth IRA, or an eligible employer plan, you may be able to take a tax free distribution provided certain requirements are met.

If you choose to have a Plan payment that is eligible for rollover PAID TO YOU:

- You will receive only 80% of the taxable amount of the payment, because the Plan Administrator is required to withhold 20% 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 may have to pay an additional 10% tax.
- You can roll over all or part of 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 IRA or the eligible employer plan; however, see the description below regarding the taxation of Qualified Distributions from a designated Roth account.
- If you want to roll over 100% of the payment to an IRA or an eligible employer plan, *you must find other money to replace the 20% of the taxable portion that was withheld*. If you roll over only the 80% that you received, you will be taxed on the 20% that was withheld and that is not rolled over.

Your Right to Waive the 30-Day Notice Period. Generally, neither a direct rollover nor a payment can be made from the plan until at least 30 days after your receipt of this notice. Thus, after receiving this notice, you have at least 30 days to consider whether or not to have your withdrawal 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 withdrawal will then be processed in accordance with your election as soon as practical after it is received by the Plan Administrator.

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I PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the Plan may be "eligible rollover distributions." This means that the opportunity exists to rollover certain payments to a traditional IRA, Roth IRA, or to an eligible employer plan that accepts rollovers. Payments from a plan may not be rolled over to a SIMPLE IRA, or a Coverdell Education Savings Account. Before January 1, 2008, only amounts attributable to a designated Roth account are eligible for rollover to a Roth IRA. Your Plan Administrator should be able to tell you what portion of your payment is an eligible rollover distribution.

Designated Roth accounts. If you have made designated Roth contributions to the Plan, these contributions and their earnings ("designated Roth account") may be rolled over to a Roth IRA or rolled directly to an eligible employer plan that accepts such rollovers.

The following rules apply:

- a) *Rollover into a Roth IRA.* You can roll over your designated Roth account either directly or indirectly to a Roth IRA. If you roll over your designated Roth account to a Roth IRA, the 5-taxable-year period for that designated Roth account will not carryover to the Roth IRA. Once you rollover your designated Roth account to a Roth IRA, those amounts CANNOT later be rolled over to an employer plan. If you rollover your designated Roth account to a Roth IRA, it is your responsibility to track and report to the Internal Revenue Service the amount of designated Roth contributions via applicable IRS reporting forms. This will enable you to determine and document the nontaxable amount of future distributions.
- b) *Rollover into an eligible employer plan.* For this purpose, an eligible employer plan is a plan qualified under section 401(a), a section 403(a) annuity plan, or a section 403(b) tax-sheltered annuity, provided the receiving plan provides separate accounting for the amounts rolled over, including separate accounting for the designated Roth contributions and any earnings thereon. You CANNOT roll over designated Roth contributions to a governmental 457 plan. If you intend to roll over your designated Roth account to an employer plan that accepts these rollovers, you CANNOT have the designated Roth account paid to you first (an indirect or 60-day rollover); instead, you must instruct the Plan Administrator to make a direct rollover on your behalf. Also, as indicated in (a) above, you CANNOT roll over your designated Roth account to a Roth IRA and then subsequently roll that amount into an employer plan. Beginning January 1, 2007, you may rollover designated Roth accounts between your 401(a) and 403(b) plans, provided separate accounting for the designated Roth account is done in the receiving plan.

To help ensure the proper tax treatment of your designated Roth account, your Plan Administrator must provide the plan administrator of the recipient plan with either (i) a statement indicating the first year of the 5-taxable-year period of the designated Roth account, as well as the amount of basis, or (ii) a statement that the distribution is a qualified distribution. The statement must be provided within a reasonable period but no later than 30 days following the direct rollover or your request.

After-tax Contributions. If you made after-tax contributions to the Plan, these contributions may be rolled into either a traditional IRA or to certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

- a) *Rollover into a Traditional IRA.* You can roll over your after-tax contributions to a traditional IRA either directly or indirectly. Your Plan Administrator should be able to tell you 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 a traditional IRA, it is your responsibility to keep track of, and report to the Internal Revenue Service on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the traditional IRA to be determined.

Once you roll over your after-tax contributions to a traditional IRA, those amounts CANNOT later be rolled over to an employer plan.

- b) *Rollover into an Employer Plan.* You can roll over after-tax contributions from an employer plan that is qualified under section 401(a), a section 403(a) annuity plan, or, beginning January 1, 2007, a 403(b) plan, to another such plan using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You can also roll over after-tax contributions from a section 403(b) tax-sheltered annuity to another section 403(b) tax-sheltered annuity using a direct rollover if the other tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You CANNOT roll over after-tax contributions 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 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 that amount into an employer plan.

The following types of payments *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 10 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 5% 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.

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



Direct Rollover

A DIRECT ROLLOVER is a direct payment of an amount of your Plan benefits to an 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 Part I above. 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 IRA or eligible employer plan, except with regard to amounts other than your designated Roth account which are directly rolled over to a Roth IRA (as available beginning on January 1, 2008). In addition, no income tax withholding is required for any taxable 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.

DIRECT ROLLOVER to a Traditional or Roth IRA. You can open a traditional IRA to receive the direct rollover of amounts other than a designated Roth account. You can open a Roth IRA to receive the direct rollover of any designated Roth account. If you choose to have your payment made directly to a traditional or Roth 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 or Roth IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish an IRA to receive the payment. However, in choosing an IRA, you may wish to make sure that the IRA you choose will allow you to move all or a part of your payment to another IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on IRAs (including limits on how often you can roll over between IRAs). Also, beginning on January 1, 2008, you may directly roll over amounts other than your designated Roth account to a Roth IRA with similar tax consequences as converting a traditional IRA to a Roth IRA (please consult with a tax professional before initiating such a rollover).

DIRECT ROLLOVER to a Plan. If you are employed by a new employer that has an eligible employer plan, and you want a direct rollover to that 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 an IRA as described above. If the employer 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 that plan before making your decision.

DIRECT ROLLOVER of a Series of Payments. If you receive a payment that can be rolled over to a traditional IRA, Roth IRA, or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years or is not a series of payments as described in Part I, your choice to make or not make a DIRECT ROLLOVER for a 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.

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 have your benefit rolled over to a section 403(b) tax-sheltered annuity, a governmental 457 plan, or an IRA in a DIRECT ROLLOVER, your benefit will no longer be eligible for that special treatment. See the information below entitled "Additional 10% Tax if You Are under Age 59½" and "Special Tax Treatment if You Were Born before January 1, 1936."



Payment Paid to You

If your payment can be rolled over (see Part I above) and the payment is made to you in cash, it is subject to 20% 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 an IRA or an eligible employer plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Income Tax Withholding:

Mandatory Withholding. If any portion of your payment can be rolled over under Part I above and you do not elect to make a DIRECT ROLLOVER, the Plan is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal 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 taxable 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.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, 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.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to an IRA or to an eligible employer plan that accepts rollovers. If you decide to roll over, *you must contribute the amount of the payment you received to an IRA or, with the exception of a distribution of after-tax amounts or designated Roth accounts, to an 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, Roth IRA, or the eligible employer plan.

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

Example: The taxable portion of your payment that can be rolled over under Part I above 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 an 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.)

Additional 10% 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% of the taxable portion of the payment. The additional 10% 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 (for qualified public safety employees in governmental plans, the year you reach age 50), (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 Code section 404(k), (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) qualified reservist distributions. See IRS Form 5329 for more information on the additional 10% tax.

The additional 10% tax will not apply to distributions from a governmental 457 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 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.

Qualified Distributions from a designated Roth account. Distributions from a designated Roth account which are made on or after the later of the date in which you attain age 59½, die or become disabled AND after the completion of the 5-taxable-year period are not included in your income for Federal tax purposes. The 5-taxable-year period begins on the first day of the first taxable year in which you first made a designated Roth deferral to the plan or, if applicable, a prior plan. Note: generally, each plan in which you participate will have a separately determined 5-taxable-year period.

Special Tax Treatment If You Were Born before January 1, 1936. If you receive a payment from a plan qualified under section 401(a) or a section 403(a) annuity plan that can be rolled over under 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.

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.

Capital Gain Treatment. If you receive a lump sum distribution and you were born before January 1, 1936, and 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%.

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, a governmental 457 plan, or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from this Plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from the Plan. If you roll over your payment to an IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, 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 an IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, 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.

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 Part I above, paid in a DIRECT ROLLOVER to an 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 an IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a beneficiary other than a surviving spouse, you may choose a direct rollover to an IRA which will be treated as an "inherited IRA." You cannot roll over the payment yourself. You must instruct the Plan Administrator of the distributing plan to make a direct rollover to an "inherited IRA" that you have established on your behalf. You will be required to receive annual payments from the IRA in accordance with IRS regulations. See IRS Publication 590, Individual Retirement Arrangements, for more information. If you are a designated beneficiary other than a surviving spouse and you do not choose a direct rollover to an IRA, the taxable portion of your payment will be taxed in the current year and federal income tax will be withheld to the extent required.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, 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 Part III above. 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 5 years of participation in the Plan.

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. In particular, additional guidance regarding rolling over assets from designated Roth accounts in plans is expected from the IRS. Therefore, you may want to consult with the Plan Administrator or a professional tax advisor before you take a payment of your benefits from your 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-FORMS.