

MEMBERS TRUST COMPANY

403(b) DISTRIBUTION REQUEST FORM

Please note: Complete the 403(b) Distribution Request Form and the Transaction Routing Request form. For Hardship and Disability Distributions, additional documentation may be required.

SECTION 1. PARTICIPANT

First Name	Last Name	Member Number	
Social Security Number	Date of Birth (mm/dd/yyyy)	Daytime Phone	Evening Phone
Address	City	State	Zip Code

SECTION 2. QUALIFYING DISTRIBUTION EVENT (Check only one)

- A. Age 59 ½ or Older
- B. Separation from Service Before Age 55 (penalty may apply)
- C. Separation from Service After Age 55 (exception to early distribution penalty)
- D. Disability
- E. Financial Hardship While Employed (**important:** complete Transaction Routing Request form, Hardship Withdrawal Disclosure form, attach evidence of expenses, and suspend contributions)
- F. Removal of Excess Deferral Contributions
- G. Death (complete Beneficiary Distribution Request form)
- H. Qualified Domestic Relations Order (QDRO) (see section 7 for direct rollover)
- I. Termination of Plan
- J. Purchase of Service Credits (please include Florida Retirement System form)
- K. Required Minimum Distribution (RMD)

NOTE:
All distributions must be certified by the Employer or Plan Administrator before processing.

A 10% federal tax penalty may apply to distributions taken prior to age 59 ½.

SECTION 3. AMOUNT OF DISTRIBUTION (Check only one)

- A. Total Distribution
- B. Partial One-Time Distribution \$ _____ Gross Net
- C. Systematic Distribution \$ _____ Gross Net
 Frequency: Monthly Quarterly Annually **Beginning Month:** _____
(systematic distributions are processed only on the 1st business day of each month)
- D. Minimum based on life expectancy including **Required Minimum Distribution (RMD)** payments

NOTE:
If your distribution is subject to mandatory 20% federal income tax withholding, please consider this when requesting distribution amount.

If spouse is your beneficiary, please provide beneficiary information below:

Name of Spousal Beneficiary (of record)	Date of Birth (mm/dd/yyyy)	Social Security Number
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SECTION 4. TAX WITHHOLDING

ALL DISTRIBUTIONS ARE SUBJECT TO 20% FEDERAL INCOME TAX WITHHOLDING EXCEPT FOR REQUIRED MINIMUM DISTRIBUTIONS, RETURN OF EXCESS CONTRIBUTION, AND FINANCIAL HARDSHIPS. SEE SPECIAL TAX NOTICE FOR COMPLETE INFORMATION. STATE TAX WITHHOLDINGS MAY APPLY.

You may elect to change or waive federal income tax withholding ONLY IF your distribution qualifies as a:

<ul style="list-style-type: none"> A. Required Minimum Distributions (RMD) B. Withdrawal due to financial hardship C. Removal of excess contribution 	<p>If your distribution qualifies under one of the conditions shown at left (A, B, or C), please select a federal tax withholding option:</p> <p><input type="checkbox"/> No federal tax withholding on my 403(b) distribution</p> <p><input type="checkbox"/> Withhold _____%</p>
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SECTION 5. LOANS (If applicable, check only one)

- A. I have an outstanding loan balance and will continue to make payments.
- B. I have an outstanding loan account and will **NOT** pay off balance. I request to close my loan account with MyPlanLoan and will **NOT** pay off the outstanding loan balance. I understand the outstanding loan balance will be deemed a distribution and will generate tax Form 1099-R at the end of the year in the amount of the outstanding loan balance plus any distributions requested. **LOANS ARE CLOSED AT THE END OF THE FIRST WEEK OF EACH MONTH.**
- C. I have an outstanding loan account and will pay off balance. I request to close my loan account with MyPlanLoan and pay off the outstanding loan balance in full. For current loan pay off amount, call (800) 346-8380. **LOANS ARE CLOSED AT THE END OF THE FIRST WEEK OF EACH MONTH.**

Amount of attached check: \$ _____

SECTION 6. PAYMENT OPTIONS (Check only one)

- A. Mail check to me at the address of record.
- B. Send money to my credit union or bank account via electronic funds transfer. *Available for systematic distributions only.* Complete a **Direct Deposit** form.
- C. Wire funds to my credit union or bank account (\$25 fee applies). *Available for one-time distributions only.* Complete a **Wire Authorization** form.

SECTION 7. ROLLOVER OPTIONS

Choose one option below:

- A. Conversion to Roth IRA

Custodian/Trustee		Account Number	
Address	City	State	Zip Code

- B. Direct Rollover to Traditional IRA or Qualified Plan

Custodian/Trustee		Account Number	
Address	City	State	Zip Code

SECTION 8. PARTICIPANT SIGNATURE

I certify under penalty of perjury that all information contained herein is correct. I hereby acknowledge that I have received and read the *Special Tax Notice* regarding plan distributions and waive the 30-day period that I may use when electing by distribution. I also acknowledge I am eligible to take the requested distribution at this time under the provisions of the MEMBERS Trust Company Custodial Account Agreement and the Internal Revenue Code. I further certify that I am a U.S. person (including a U.S. resident alien).

Participant Signature: _____ Date: _____

Financial Advisor (print name): _____ Rep No: _____

SECTION 9. CERTIFICATION BY EMPLOYER OR PLAN ADMINISTRATOR

Employer or Plan Administrator Signature: _____ Date: _____

Print Name: _____

Return form to: MEMBERS Trust Company
c/o Suncoast Trust & Investment Services
950 W. Fletcher Avenue, Tampa, FL 33612

FOR TRUST COMPANY USE ONLY	
Received:	Mailed:
Sent:	Amount:

Suncoast Trust & Investment Services is a marketing name used when offering and selling securities products and services through CUNA Brokerage Services, Inc. (CBSI) or trust products and services through MEMBERS Trust Company (MTC). Representatives may be registered, securities are sold, and investment advisory services are offered through CBSI, member FINRA/SIPC, a registered broker/dealer and investment advisor, 2000 Heritage Way, Waverly, Iowa 50677, toll-free (866) 512-6109. These representatives may also be employees of Suncoast Schools Federal Credit Union (Credit Union) who accept deposits on behalf of the Credit Union. CBSI and MTC are each under separate contract with Credit Union to make securities and trust services available to members. **Nondeposit investment and insurance products are not federally insured, involve investment risk, may lose value and are not obligations of or guaranteed by Credit Union.**

Transaction Routing Request

Instructions: To facilitate processing, this form **MUST** accompany any contract exchange, rollover, distribution or loan request paperwork provided by your 403(b)/457(b) company or representative.

IMPORTANT! *Please check this box if you are returning additional information for a previously submitted transaction.*

<input type="checkbox"/> Current Plan Sponsor <input type="checkbox"/> Former Plan Sponsor	Plan Sponsor Name (District or College— <i>Plan under which funds were contributed regardless of current employment status</i>)	Termination Date	<input type="checkbox"/> Rehired <input type="checkbox"/> Not Rehired
Employee Name			
Employee Mailing Address		Employee SSN	Date of Birth
City, State, and Zip			
Employee Phone Number		Employee E-mail Address (Approved transaction notification provided only if email address is provided and is legible.)	
Agent Name	Agent Phone	Agent E-mail Address	

A I am requesting a **Distribution*** from my 403(b)/403(b)(7)/457(b) account with _____ (Company Name)

Distribution Type: Financial Hardship Withdrawal Required Minimum Distribution Cash Distribution 457(b) Unforeseen Emergency Distribution

I am requesting a **Rollover** from my 403(b)/403(b)(7)/457(b) account with _____ (Outgoing Company Name) to _____ (Receiving Company Name)

The source of the funds I am rolling into my account is IRA 401(k) Florida DROP Plan Other _____

*Cash Distribution or Rollover due to: Separated from Service - Date of Separation: ____/____/____ Age 59 1/2 Death Claim
(cannot be re-employed with the District/College)

➔ *Transactions above that require proof of age may be expedited if you provide a copy of a valid govt.-issued identification with birth date.
 Transactions above based upon separation from service may be expedited if you provide a letter of separation from your employer.*

B I am requesting a **Contract Exchange** (allowed only between or to authorized providers under employer's Plan) **Transfer—Purchase of Service Credit**

from (Provider) _____ (Provider Name) to (Provider) _____ (Provider Name or Retirement System Name) Please check if ORP
(Texas / Florida only)

C **Loan Only** I am requesting a **Loan** from my 403(b)/403(b)(7)/457(b) account with _____ (Company Name)

Certification: (required) The following information is true and correct to the best of my knowledge:

Do you have any current 403(b) or 457(b) loans outstanding? YES NO If "YES", provide the name of the provider for each outstanding loan:
 Provider Names: _____;

Have you ever defaulted on a 403(b) or 457(b) loan? YES NO Note: If "YES", No further loans are available under your employer's Plan.

LOANS ONLY: Signature of Participant: _____ Date: _____

Once completed, TSACG should mail fax (select one option only) this form and all other paperwork associated with this transaction to the following Company or Agency: (PLEASE PRINT OR TYPE LEGIBLY)

Company/Agency Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Fax Number: _____

Important Note to Participant

Please retain a copy of this form as well as a copy of all original documents submitted for your records. All documents received by TSACG for the requested transaction will be forwarded to the company listed to the left of this box. If no selection is made, all documents will be forwarded to the appropriate provider company. Please note that no documents will be returned to the participant.

Submit Completed Form and All Accompanying Paperwork To:
TSA Consulting Group, Inc.
 28 Ferry Rd. SE • Fort Walton Beach, FL 32548
 Fax: 1-866-741-0645 • Email: recordkeeping@tsacg.com

By submitting this form, I attest that I understand and acknowledge that my employer allows transactions specific to the Plan Document and Adoption Agreement that established the 403(b) and/or 457(b) Plan, and I attest that I understand that I may be required to complete additional forms from my investment product provider company and that all such forms must accompany this Transaction Routing Request form submitted to TSA Consulting Group, Inc. (TSACG), my employer's Third Party Administrator. I also acknowledge that the value of my account is based on market performance and that market fluctuations may result in a value variance during the time my request is being processed by TSACG and my investment product provider. There may be tax consequences for the requested transaction. Please see your tax advisor for further details. TSACG understands that your personal information and privacy are important, and we make every effort to ensure that the information you submit for a transaction is recorded accurately, retained securely, and used only in accordance for the purpose intended. Please note that relevant information about your transaction may be shared with, and between, employers, 403(b)/457(b) provider, and TSACG.

Date Stamp

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

This notice explains how you can continue to defer federal income tax on your retirement savings in your Employer's Plan (the "Plan") and contains important information you will need before you decide how to receive your Plan benefits.

This notice is provided to you by your employer (your "Plan Administrator") because all or part of the payment that you will soon receive from the Plan may be eligible for rollover by you or your Plan Administrator to a traditional IRA or an eligible employer plan. A rollover is a payment by you or the Plan Administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you. Your payment cannot be rolled over to a Roth IRA, 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) of the Internal Revenue Code, 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; a section 403(b)(7) custodial account; 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. If this is the case, and your distribution includes after-tax amounts, you may wish instead to roll your distribution over to a traditional IRA or split your rollover amount between the employer plan in which you will participate and a traditional IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouse's consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this Plan. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

If you have additional questions after reading this notice, you 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 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. However, if you rollover from this Plan amounts other than a Designated Roth Account to a Roth IRA, the taxable amount of the distribution is includible in your gross income.
- ◆ You choose whether your payment will be made directly to your traditional 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 because these are not eligible recipient plans.
- ◆ The taxable portion of your payment will be taxed later when you take it out of the traditional IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Plan.

Please refer to the later discussion concerning the rules applicable to rolling amounts from this Plan to your Roth IRA.

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 59 1/2, you may have to pay an additional 10% tax.

- ◆ You can roll over all or part of the payment by paying it to your traditional IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.
- ◆ If you want to roll over 100% of the payment to a traditional 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.

Please refer to the later discussion concerning the rules applicable to rolling amounts from this Plan to your Roth IRA.

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.

SECTION I – PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

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

After-tax Contributions

If you made after-tax contributions to the Plan, these contributions may be rolled into either an IRA or to certain employer plans that accept rollovers of 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 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 one employer's plan to another employer's 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 70 1/2 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.

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

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

SECTION II – DIRECT ROLLOVER

A DIRECT ROLLOVER is a direct payment of the amount of your Plan benefits to a traditional IRA or an eligible employer plan that will accept it. You can choose a DIRECT ROLLOVER of all or any portion of your payment that is an eligible rollover distribution, as described in Section 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 traditional IRA or eligible employer plan. 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 IRA

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

DIRECT ROLLOVER to a Roth IRA from amounts other than a Designated Roth Account

You can open a traditional IRA to receive the direct rollover from this Plan. This is known as a "qualified rollover contribution". This qualified rollover contribution can be made through a direct rollover from this Plan to the Roth IRA or an amount can be distributed from this Plan and contributed (rolled over) to the Roth IRA within 60 days. In either case, the amount rolled over must be an eligible rollover distribution, and there is included in gross income any amount that would be includible if the distribution was not rolled over. In addition, for taxable years beginning before January 1, 2010, an individual cannot make a qualified rollover contribution from an eligible retirement plan other than a Roth IRA if, for the year the eligible rollover distribution is made, he or she has modified adjusted gross income ("MAGI") exceeding \$100,000 or is married and files a separate return.

Subject to the limitations described above, the definition of qualified rollover contributions to a Roth IRA includes distributions from qualified plans described in section 401(a), annuity plans described in sections 403(a) and (b) and from eligible governmental plans under section 457(b). The additional tax under section 72(t) does not apply to rollovers from an eligible retirement plan other than a Roth IRA. However, as with conversions from a traditional IRA, if a taxable amount rolled into a Roth IRA from an eligible retirement plan, other than a Roth IRA, is distributed within 5 years, section 72(t) applies to such distribution as if it were includible in gross income. A plan must permit the distributee of an eligible rollover distribution to elect a direct rollover to a Roth IRA. There are exceptions

for small amounts and multiple distributions. Neither the Employer, nor the Plan Administrator is responsible for assuring the distributee is eligible to make a rollover to a Roth IRA. However, a distributee that is ineligible to make a rollover to a Roth IRA may recharacterized the contribution to a traditional IRA pursuant to section 408A(d)(6) of the Code.

An eligible rollover distribution that a distributee elects to have paid directly to an eligible retirement plan (including a Roth IRA) is not subject to mandatory withholding, even if the distribution is included in gross income. Also, a distribution that is directly rolled over to a Roth IRA by a non-spouse beneficiary pursuant to section 402(c)(11) is not subject to mandatory withholding. However, a distributee and a plan administrator or payor are permitted to enter into a voluntary withholding agreement with respect to an eligible rollover distribution that is directly rolled over from an eligible retirement plan to a Roth IRA.

In the case of a distribution from an eligible retirement plan other than a Roth IRA, the MAGI and filing status of the beneficiary are used to determine eligibility to make a qualified rollover contribution to a Roth IRA. A plan may, but is not required to permit rollovers by non-spouse beneficiaries and a rollover by a non-spouse beneficiary must be made in a direct trustee-to-trustee transfer. A non-spouse beneficiary that is ineligible to make a qualified rollover contribution to an inherited Roth IRA may recharacterized the contribution to an Inherited traditional IRA. A surviving spouse who makes a rollover to a Roth IRA may elect whether to treat the Roth IRA as his or her own. In the case of a rollover where the beneficiary does not treat the Roth IRA as his or her own or to establish the Roth IRA in the name of the decedent with the surviving spouse as the beneficiary. A non-spouse beneficiary cannot elect to treat the Roth IRA as his or her own. In the case of a rollover where the beneficiary does not treat the Roth IRA as his or her own, required minimum distributions from the Inherited Roth IRA are determined in accordance with IRS Notice 2007-7, Q & A-17, -18, and -19.

If you choose to have your payment made directly to a 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 Roth IRA at that institution. See IRS Publication 590, Individual Retirement Arrangements, for more information on traditional IRAs and Roth IRAs (including limits on how often you can roll over between IRAs).

DIRECT ROLLOVER to a Roth IRA from a Designated Roth Account

You can open a Roth IRA to receive the rollover or direct rollover from the Designated Roth Account under this Plan. In this case, the taxable portion of the Designated Roth Account (the earnings portion) will not be taxable to you until you later withdraw amounts from your Roth IRA, unless the distribution qualifies as a Qualified Distribution. You are responsible for tracking the basis and earnings that you roll over to your Roth IRA in accordance with IRS forms instructions. For more information, refer to IRS Publication 590.

DIRECT ROLLOVER to another Employer's 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. 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 Payment.

If you receive a payment that can be rolled over to an IRA or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, 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 this 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 a traditional IRA in a DIRECT ROLLOVER, your benefit will no longer be eligible for that special treatment. See the sections below entitled "Additional 10% Tax if You Are under Age 59 1/2 " and "Special Tax Treatment if You Were Born before January 1, 1936."

SECTION III – PAYMENT PAID TO YOU

If your payment can be rolled over (see Section 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 a traditional 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 Section 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. There will be no income tax withholding if your payments for the year are less than \$200.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Section 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 Section 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 eligible employer plan within 60 days after you receive the payment.* The portion of your payment that is rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

You can roll over up to 100% of your payment that can be rolled over under Section 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 Section 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 an 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 59 1/2. If you receive a payment before you reach age 59 1/2 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, (2) payments that are paid because you retire due to disability as defined under section 72(m)(7) IRC, (3) payments that are paid after you separate from service 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, (8) qualified reservist distributions, or (9) payments to your beneficiary after your death. 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 an IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59 1/2, unless one of the exceptions applies. The exceptions to the additional 10% tax that apply to distributions from IRAs are different than those listed above.

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 Section 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 59 1/2 or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59 1/2 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.

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

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

If you receive only employer stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than employer stock, as well as employer stock, in a payment that can be rolled over, the 20% withholding amount will be based 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 be limited to the cash or property (excluding employer stock) paid to you.

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

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

Automatic Direct Rollover of Certain Cash-Out Distributions. If you terminate service with your Employer and your vested interest in the Plan is greater than a certain limit (usually between \$1,000 and less than or equal to \$5,000), you may elect to receive a single sum payment from the plan, or elect to directly roll the distribution to another eligible retirement plan. For purposes of determining whether your account balance exceeds the \$5,000, any rollover contributions that you made to this Plan are included in your balance, unless the Plan elected to exclude rollover balances. For example, if you terminate service and your vested account balance is \$4,000 from Employer contributions and earnings, plus you rolled over assets that are valued at \$10,000, your vested benefit will be \$14,000, and therefore exceeds the \$5,000 threshold.

If you do not elect a method of payment or a rollover within the time specified and your vested balance is greater than a certain limit (usually between \$1,000 and equal to or less than \$5,000), then your Employer will pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator. If an automatic direct rollover is required under the terms of the Plan, you will receive more information about the IRA Provider, including: the name of the IRA Provider; the investments available that are required to preserve principal and provide a reasonable rate of return and liquidity; and the fees and expenses associated with the establishment and maintenance of the IRA. If your vested benefit exceeds \$5,000 and you do not elect a method of payment, then your account balance will remain in the Plan until such time as you request a distribution or there is a mandatory distribution required.

SECTION IV – SURVIVING SPOUSES, ALTERNATIVE PAYEES, AND OTHER BENEFICIARIES

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are "alternate payees." You are an alternate payee if your interest in

the Plan results from a "qualified domestic relations order," which is an order issued by a court, usually in connection with a divorce or legal separation.

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

As a surviving spouse beneficiary, you may also be able to elect a rollover or direct rollover to an Inherited traditional IRA or to an Inherited Roth IRA. By rolling the distribution into an Inherited IRA, please be aware that you would be subject to required minimum distributions applicable to beneficiaries. For more information, refer to IRS Publication 590.

If you are a beneficiary other than a surviving spouse or an alternate payee you may elect to receive a payment that can be rolled over, as described in Part I above, paid in a DIRECT ROLLOVER to an Inherited IRA or paid to you. If you have the payment paid to you, you can keep it, but you CANNOT roll it over yourself to an inherited IRA.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment from this Plan is generally not subject to the additional 10% tax described in Section III above, even if you are younger than age 59 ½.

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Section 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.

SECTION V – HOW TO OBTAIN ADDITIONAL INFORMATION

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules described above are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with the Plan Administrator or a professional tax advisor before you take a payment of your benefits from 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.