

GREAT WEST PARTICIPANT TERMINATION PROCEDURES

Dear PLAN ADMINISTRATOR:

Use these procedures as a guide to assist you in completing and processing any participant terminations. If you have any questions, please contact the distribution coordinator at (401) 942-4900 x 111.

1. **Send the terminated participant(s) the following:**
 - a. **Great West Distribution/Direct Rollover Request**

2. Once the forms have been returned to you, review the form for completeness. Please **verify the vested percentage** on page 3 of the Great West Distribution/Direct Rollover Request with the Administrative Analysis section of the Annual Report for terminated participants vested percentages or contact the distribution coordinator at Abacus.

3. Sign the form on Page 3 and return the Great West Distribution/Direct Rollover Request to Abacus Benefit Consultants, 55 Stamp Farm Road, Cranston, RI 02921. Retain a copy for your records.

4. Abacus will forward the form to Great West for processing.

DISTRIBUTION/DIRECT ROLLOVER REQUEST

401(k) PLAN

Refer to the Participant Distribution Guide while completing this form. Use blue or black ink only.

Plan Name: _____

Case Number: _____

Participant Information

_____	_____	_____
Last Name	First Name	MI

Address - Number & Street		
_____	_____	_____
City	State	Zip Code
() _____	() _____	
Home Phone	Work Phone	

Social Security Number

Account Extension (if applicable)

E-Mail Address

Married Unmarried Mo Day Year

Are you a U.S. citizen or resident alien? Yes No _____

Date of Birth

Distribution Reason

- Severance of Employment/ Disability - Date: _____ Retirement
- Minimum Distribution (Age 70 1/2) Plan Termination

Distribution Method

Effective Date _____

- Full Distribution
- Partial Distribution Amount \$ _____ or _____ % Gross Amount Net Amount Contribution Source _____
- Payment to Self
- Combination - Partial distribution to me and partial rollover
 - Payment to Self \$ _____ Net Amount
 - Direct Rollover \$ _____ (also complete Direct Rollover information below)
- Direct Rollover - Provide company information below.
 - Amount \$ _____
 - Direct Rollover to an eligible plan: Governmental 457(b) 401(a/k) 403(b)
 - Direct Rollover to an IRA
 - Direct Rollover to Great-West Advantage IRA (\$500.00 minimum vested balance required)

Company or Trustee's Name (to whom the check should be made payable) _____

Account Number _____

Mailing Address _____

() _____

City/State/Zip Code _____

Phone Number _____

Distribution Delivery

- Check Alternate Mailing Address - _____
- Express Delivery - \$25.00 non-refundable charge - Available only on full/partial distributions. Express delivery available Monday through Friday only. Not available to P.O. boxes.

Federal and State Income Tax Withholding

Federal Income Tax - We will withhold all required federal income tax withholding based on your distribution type.

If you would like **additional** federal income tax withheld, indicate amount. \$ _____ or _____ %

- Do NOT withhold federal income tax from my required minimum distribution.

State Income Tax - If you live in a state that mandates state income tax withholding, it will be withheld.

- Check here if you live in a state that does not mandate state income tax withholding and would like state income tax withheld.

If you would like **additional** state income tax withheld, indicate amount. \$ _____ or _____ %



Last Name

First Name

MI

Social Security Number

Plan Number

Required Signatures

Any person who knowingly presents a false or fraudulent claim is subject to criminal and civil penalties.

My signature acknowledges that I have received, read, understand and agree to all pages of the 401(k) Distribution/Direct Rollover Request form, the Participant Distribution Guide, and the Special Tax Notice, and affirms that all information that I have provided is true and correct. I understand that funds may impose redemption fees on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. I will refer to the fund's prospectus and/or disclosure documents for more information. I understand that a distribution fee will be deducted from my account prior to processing this request. I understand that it is entirely my responsibility to ensure that this election conforms with all applicable provisions of the Internal Revenue Code (the "Code") and that the plan into which I am rolling money over will accept the direct rollover dollars, if applicable. I understand that I am liable for any income tax and/or penalties assessed by the IRS for any election I have chosen. I understand that once my payment has been processed, it cannot be changed. In the event that any section of this form is incomplete or inaccurate, Service Provider may not process the transaction requested on this form and may require that I complete a new form or provide additional or proper information before the transaction can be processed.

Participant Signature

Date

I certify that this request is in compliance with applicable Plan provisions and federal law and that the participant has received from me any notices required by law.

If a vesting schedule applies and Service Provider does not track vesting for your Plan, please provide the vested percentage. **The participant is entitled to a vested benefit of _____% of employer contributions.** If the vested percentage is not provided on this form, the form will be returned for completion.

Authorized Plan Administrator/Trustee Signature

Date

Date of Hire: _____

Date of Termination: _____

Last Payroll Deduction Date: _____

Current Period Hours Worked: _____

Outstanding Loan Balance: _____

Pension Plan Specialist/External TPA Signature
(if applicable)

Date

FOR PPS/EXTERNAL TPA USE ONLY

If a vesting schedule applies and Service Provider does not track vesting for the Plan, please provide the vested percentage. **The participant is entitled to a vested benefit of _____% of employer contributions.** If the vested percentage is not provided on this form, the form will be returned for completion.

PPS/TPA Fee: \$ _____ (If fee is specified, Service Provider will issue a check to the Pension Plan Specialist (PPS/TPA) contracted on the Administrative Responsibilities agreement.)

PPS/TPA Administrator Fee: Fees will be deducted from request amount, unless otherwise directed.

In addition to request amount (or)

Deduct from request amount

**Participant forward to Plan Administrator/Trustee
Plan Administrator forward to Service Provider at:**

Great-West Retirement ServicesSM

PO Box 173764

Denver, CO 80217-3764

Express Address:

8515 E. Orchard Road, Greenwood Village, CO 80111

Phone#: 1-800-338-4015

Fax#: 1-303-737-3414

PARTICIPANT DISTRIBUTION GUIDE

Alliance Consulting Group 401(k) Profit Sharing Plan - 401(k) Plan

You may be allowed to transfer funds from your Plan to another employer-sponsored plan or take certain types of distributions while you are still working for your employer. When you sever employment with your employer, you need to make several choices with respect to your distribution options. If you are leaving your job because you are retiring, you may want to begin taking distributions, or you may be required to begin taking distributions in accordance with the minimum distribution requirements. You have different distribution methods from which to choose. If you are changing jobs, you may be able to leave your money in your current Plan, or roll it over to another plan that accepts such rollovers or to an Individual Retirement Account (IRA). Only you can make this very personal decision after careful consideration of several factors including your age, financial needs, and other sources of income.

Please study each of your options described in this Guide in order to make distribution choices that best suit your financial needs. This Guide will assist you in completing the Distribution/Direct Rollover Request form ("Distribution Form") for 401(k) plans. You should read all pages of this Guide before you begin to complete the Distribution Form. The Guide will assist you in completing each section of the Distribution Form and give you the information you need to make informed decisions regarding your distribution. If you need further clarification about the information discussed in this Guide, call a representative at your local Service Center. You can also call 1-800-338-4015 to speak with a service representative.

You are strongly urged to consult with an accountant and/or tax advisor before making your final decision and in the preparation of your Distribution Form. While our representatives are able to explain the options to you, they cannot tell you which payment and/or tax-withholding method is best for you. Your local representative or any service center representative will not provide tax or legal advice. Additionally, neither this Guide nor the Distribution Form provides tax or legal advice.

Please note that Great-West Retirement ServicesSM ("Service Provider") cannot release your funds until your employer confirms that you are entitled to take a distribution or make a transfer from the Plan.

Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, Service Provider cannot conduct business with persons in a blocked country or any person designated by OFAC as a specially designated national or blocked person. For more information, please access the OFAC Web site at: <http://www.ustreas.gov/offices/eotffc/ofac>.

The Distribution Form - The Distribution Form is divided into several sections, with each section requiring you to provide information or make an election regarding your distribution.

The sections on the Distribution Form are:

- Participant Information
- Distribution Reason
- Distribution Method
- Distribution Delivery
- Federal and State Income Tax Withholding
- Spousal Consent (if applicable)
- Required Signatures

Note: If you have more than one account or plan number, you must complete a separate Distribution Form for each account or plan number. If you are a beneficiary, please complete a Death Benefit Claim Request form rather than a Distribution Form.

Incomplete or Inaccurate Information - In the event that any section of the Distribution Form is incomplete or inaccurate, Service Provider may not be able to process the transaction requested on the Distribution Form. You may be required to complete a new form or provide additional or proper information before the transaction will be processed.

Changes to Your Request - If you make a change to the Distribution Form as you are completing it, you must cross out any previously elected choice(s) and initial all changes. If you do not initial all changes, the Distribution Form may be returned to you for verification.

The Distribution Form

Note: Please use blue or black ink when completing the Distribution Form.

Participant Information

Last Name, First Name, MI - Your full name is required in order to properly identify your account.

Address - Number & Street

City, State, Zip Code - If you fill in an address other than the address on the record keeping system, your distribution will be sent to you in accordance with the information you provide on the Distribution Form. You may be contacted to verify this information.

Home Phone, Work Phone - This information will allow Service Provider to contact you in the event that your request is not properly completed.

Social Security Number - Your Social Security number is required to properly identify your account and report withholding information to the Internal Revenue Service.

Account Extension - The account extension identifies funds that were transferred to you through a divorce or death. If you have an account extension but left this field blank, Service Provider will return this form.

E-Mail Address - Your e-mail address is optional. If you choose to provide Service Provider with this information it will be kept confidential.

Married, Unmarried - Select your appropriate current marital status.

Date of Birth - Your date of birth is required to properly process your distribution request.

Are You a U.S. Citizen or Resident Alien? - Your citizenship status is required to properly tax report your distribution.

Distribution Reason

You must designate a distribution reason in order for your distribution request to be processed. The following is a brief explanation of each of the distribution reasons listed on the Distribution Form.

In order to comply with the Internal Revenue Code and applicable federal Treasury regulations, you must begin to receive at least your required minimum distribution by the later of April 1st of the year following the year during which you attained age 70 1/2 or the year during which you sever employment with your employer. The Internal Revenue Service may impose a 50% excise penalty on amounts that should have been distributed pursuant to the minimum distribution requirements. Service Provider does not assume any responsibility or liability for ensuring that distributions are elected in a timely manner to meet the minimum distribution requirements. It is solely the participant's responsibility to ensure that the required minimum distribution is made in a timely manner and in an appropriate amount. You are strongly urged to consult your tax and/or legal advisor regarding the minimum distribution requirements.

Severance of Employment/Disability - If you are taking a distribution from your account due to severance of employment, check the appropriate box. If you have left employment due to your disability, check both boxes. Indicate the date of your severance of employment/disability on the line provided. A completed Certification of Disability form is required before this distribution will be processed.

If you are requesting a distribution because of a disability and you want your Form 1099-R coded to reflect your disability as an exception to the 10% early withdrawal penalty tax, you must submit a Certification of Disability form along with the Distribution Form. You may obtain a Certification of Disability form from your local representative.

If you have not left employment and your plan allows for an In-Service distribution for reason of Disability, please check both the Disability and In-Service boxes in the Distribution Reason section on Page 1 of this form.

Retirement - Check this box only if you have reached your Plan's normal or early retirement age as applicable under the Plan's provisions.

Minimum Distribution (Age 70 1/2) - If you are age 70 1/2 or older and you do not want to have your required minimum distribution automatically calculated and distributed, check this box. You will be responsible for calculating your required minimum amount every year and completing this Distribution Form to request payment. If you select Minimum Distribution as your distribution reason, you must also select Partial Distribution as your distribution method. If you would prefer to have your required minimum distribution amount automatically calculated and distributed to you each year, you must request an Automated Minimum Distribution Request form. Once the Automated Minimum Distribution Request form is completed, you will receive your required amount without additional paperwork.

Plan Termination - Check this box only if the Plan is terminating in accordance with applicable law.

Distribution Method

There are several distribution methods that you may choose from on the Distribution Form. Depending on the type of distribution you are requesting, you may need to check more than one box in this section. For example, if you are requesting a rollover of your entire account balance to an IRA, you will check the Full Distribution box and the Direct Rollover box.

Effective Date - Your effective date of distribution will be the later of the date you select as your effective date and the date Service Provider receives a properly completed Distribution Form.

Full Distribution - Check this box if you want a full distribution of your account. The full vested value of each investment option will be distributed based on the instructions on the Distribution Form. Service Provider will liquidate the funds from all investment options in which you have a balance.

Partial Distribution - Check this box if you want a partial distribution. Indicate the amount of the partial distribution on the line provided, and select whether the amount of the partial distribution you requested is a gross amount (federal and/or state income tax withholding will be taken from this amount), or a net amount (the partial distribution from your account will be increased by the amount of federal and/or state income tax withheld). If you have selected Minimum Distribution as your distribution reason and your distribution will be less than your entire account balance, you are electing a partial distribution and must check this box. Partial distributions will be automatically prorated against all of your available investment options. You may specify a Contribution Source (e.g., Employer Contribution, Payroll Contribution, Employer Matching Contribution, Rollover, etc.) on the line provided. Otherwise, your distribution will be prorated against all available Contribution Sources. You are responsible for ensuring that the partial distribution you request meets the minimum distribution requirements, if applicable.

Payment to Self - By selecting this box, you are requesting that the distribution be paid to you directly.

Direct Rollover

Direct Rollover to an Eligible Plan or IRA - You must first be eligible to receive a distribution from your employer's Plan before you can request a direct rollover. You must also determine whether your new employer's plan or IRA accepts eligible rollover distributions.

Beginning in the later of the year that you attain age 70 1/2 or the year during which you sever employment, you may not roll over that portion of a distribution equal to your required minimum distribution amount. If you elect a distribution in the form of an annuity, as of January 1 of the calendar year in which you attain age 70 1/2, the IRS will treat the entire portion of each and every annuity payment as a required minimum distribution. Therefore, the entire amount of each annuity payment is not eligible for rollover.

If you are requesting a direct rollover, an eligible rollover distribution is paid from your Plan directly to your new employer's Code section 401(a), 401(k), 403(b) or governmental 457(b) plan or to a Traditional IRA.

Indicate the dollar amount you want to roll over and provide the company name, account number, mailing address, city, state, zip code and a phone number for your direct rollover. If you also attach a letter from your new investment provider and there is an inconsistency between information contained in the letter of acceptance and the information you provide on the Distribution Form, your request may not be processed or you may be required to provide additional clarifying information. Once Service Provider has processed a direct rollover, it cannot be returned.

If you choose this Distribution Method, a Form 1099-R will be issued for reporting purposes; however, no federal income tax will be automatically withheld from amounts directly rolled over.

Distribution Delivery

The delivery of your distribution may depend on the distribution method that you selected on the Distribution Form. Certain delivery options are not available on all types of distributions. Below is a description of each delivery option.

Check - You can receive your distribution by check regardless of the distribution method you selected on the Distribution Form.

Alternate Mailing Address - Check this box if you want your check to be sent to an address other than the address you provided on the first page of the Distribution Form.

Express Delivery - Express delivery is available for full or partial distributions only. The amount of your distributable check will be reduced by \$25.00 for this service. Express delivery is available for Monday through Friday delivery only and is not available to P.O. boxes. Delivery is not guaranteed to all areas.

Federal and State Income Tax Withholding

Federal Income Tax Withholding - Distribution withholding will vary depending on the type of distribution you are requesting under the Distribution Reason section of the Distribution Form. You have received and must read the attached Special Tax Notice, which provides additional income tax withholding information. You are strongly urged to consult with your tax advisor to determine your appropriate income tax withholding.

Full Distribution - Twenty percent (20%) mandatory federal income tax withholding will apply unless you elect a Direct Rollover of the entire amount.

Partial Distribution - Twenty percent (20%) mandatory federal income tax withholding will apply unless you elect a Direct Rollover. If your distribution reason is Minimum Distribution, 10% federal income tax withholding will apply to your partial distribution unless you elect not to have federal income tax withheld by completing a Form W-4P or by marking the appropriate box on the Distribution Form.

Direct Rollover - Eligible rollover distributions that are directly rolled over are not subject to federal income tax withholding.

State Income Tax Withholding - If you live in a state that mandates state income tax withholding, it will be withheld. If you wish to have additional state income tax withheld or live in a state that does not mandate state income tax withholding, you may elect to have an additional amount withheld. Check the appropriate box on the Distribution Form.

Income Tax Withholding Applicable to Payments Delivered Outside the U.S.

If you are a U.S. citizen or resident alien and your payment is to be delivered outside the U.S. or its possessions, you may not elect out of federal income tax withholding.

If you are a non-resident alien, you must attach IRS Form W-8BEN. In general, the withholding rate applicable to your payment is 30% unless a reduced rate applies because your country of citizenship has entered into a tax treaty with the U.S. and the treaty provides for a reduced withholding rate or an exemption from withholding. To obtain the IRS Form W-8BEN, call 1-800-TAX-FORM.

Contact your tax professional for more information.

Spousal Consent (if applicable)

If your marital status on the front of the Distribution Form is married and your Plan is subject to the spousal consent requirements of ERISA (for vested account balances that exceed \$5,000.00) or otherwise requires spousal consent, you must have your spouse sign the Distribution Form. Your spouse's signature must be notarized. Your spouse's consent must be obtained no more than 90 days prior to your distribution effective date. Spousal consent waives your spouse's right to receive a survivor annuity which would be payable to him or her upon your death.

Required Signatures

You must sign your Distribution Form. Read the disclosure on the Distribution Form in this section before signing. Once you sign the form, you attest to receiving, reading, understanding and agreeing to all provisions of the Distribution Form, the Guide and the Special Tax Notice.

Your Plan Administrator's signature and completed vesting information are also required. Your distribution request will not be processed without your Plan Administrator's signature.

Your Plan may utilize a Pension Plan Specialist/External TPA for vesting or other Plan services. Signatures are required where applicable.

Submitting the Distribution Form

Once you have completed the Distribution Form, forward it to the address indicated on the last page of the Distribution Form in the Required Signatures section.

Important Note

Although every effort is made to keep the information in this Guide current, it is subject to change without notice. Federal, state, and local tax laws may be revised, and new plan provisions may be adopted by your Plan. For the most up to date version of this Guide, please visit the Web site at www.gwrs.com or call Client Service Department at 1-800-338-4015.

Access to KeyTalk® or the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades, maintenance or for other reasons.

For more information about available investment options, including fees and expenses, you may obtain applicable prospectuses and/or disclosure documents from your registered representative. Read them carefully before investing.

SPECIAL TAX NOTICE REGARDING PAYMENTS FROM SECTION 401(k) PLANS

This notice explains how you can continue to defer federal income tax on your retirement savings in your 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 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; and an eligible section 457(b) plan maintained by a governmental employer (governmental 457(b) plan).

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

If you have additional questions after reading this notice, you 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.
- 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 Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account because these are not traditional IRAs.
- 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.

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.

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 your Plan Administrator.

MORE INFORMATION

- I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER
- II. DIRECT ROLLOVER
- III. PAYMENT PAID TO YOU
- IV. SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES

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 or to an eligible employer plan that accepts rollovers. Payments from a plan cannot be rolled over to a Roth IRA, 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 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 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 Code section 401(a) or a section 403(a) annuity 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(b) 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.

Hardship Distributions. A hardship distribution cannot be rolled over.

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

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

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

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 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 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 \$200.00.

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 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 a traditional 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 Payments. If you receive a payment that can be rolled over to a traditional 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 traditional IRA receiving your DIRECT ROLLOVER might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1936, you might be entitled to ten-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a 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."

III. 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 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 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 \$10,000.00, only \$8,000.00 will be paid to you because the Plan must withhold \$2,000.00 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 \$10,000.00 as a taxable payment from the Plan. You must report the \$2,000.00 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 \$200.00.

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 a traditional 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 a traditional IRA or eligible employer plan within 60 days after you receive the payment. The portion of your payment that is rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

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 traditional 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 \$10,000.00, and you choose to have it paid to you. You will receive \$8,000.00, and \$2,000.00 will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$8,000.00, you may roll over the entire \$10,000.00 to a traditional IRA or an eligible employer plan. To do this, you roll over the \$8,000.00 you received from the Plan, and you will have to find \$2,000.00 from other sources (your savings, a loan, etc.). In this case, the entire \$10,000.00 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire \$10,000.00, when you file your income tax return you may get a refund of part or all of the \$2,000.00 withheld.

If, on the other hand, you roll over only \$8,000.00, the \$2,000.00 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 \$2,000.00 withheld. (However, any refund is likely to be larger if you roll over the entire \$10,000.00.)

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, (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, or (7) payments that do not exceed the amount of your deductible medical expenses. 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(b) plan, except to the extent the distribution is attributable to an amount you rolled over to that plan (adjusted for investment returns) from another type of eligible employer plan or IRA. Any amount rolled over from a governmental 457(b) plan to another type of eligible employer plan or to a traditional IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59 1/2, unless one of the exceptions applies.

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. 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(b) 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 a traditional IRA, governmental 457(b) 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 a traditional IRA, governmental 457(b) 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.

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.

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 a traditional IRA or to an eligible employer plan or paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to a traditional IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a beneficiary other than a surviving spouse or an alternate payee, you cannot choose a direct rollover, and you cannot roll over the payment yourself.

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 59 1/2.

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, 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. 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.