

TOWN OF NATICK 457 DEFERRED COMPENSATION GOVERNMENTAL PLAN DISTRIBUTION FORM

PARTICIPANT/ ALTERNATE PAYEE INFORMATION	Name: _____ Date of Birth: _____ Home Address: _____ City: _____ State: _____ Zip: _____ Social Security No.: _____ Name of Spouse: _____ <input type="checkbox"/> Not Married
DISTRIBUTION REASON	<input type="checkbox"/> Retirement Date _____ <input type="checkbox"/> Severance of employment Date _____ <input type="checkbox"/> Permanent Disability (provide appropriate documentation) Date _____ <input type="checkbox"/> Death <input type="checkbox"/> QDRO
PAYMENT METHOD	<input type="checkbox"/> Lump Sum Payment <input type="checkbox"/> Annuity (Atlas Financial Group will contact you) <input type="checkbox"/> Direct Rollover to an IRA Name of IRA Account: _____ Account Number: _____ Name of Institution: _____ Address of Institution: _____ Bank ABA Routing No (for wire transfers): _____ <input type="checkbox"/> Direct Rollover to a Qualified Retirement Plan Name of Plan: _____ Name of Employer: _____ Address of Employer: _____ Plan Account Number: _____ Bank ABA Routing No (for wire transfers): _____ NOTE: It is your obligation to insure that the Employer Plan named above will accept the direct rollover of your distribution.
SPOUSE'S CONSENT TO DISTRIBUTION	Spousal Consent To Distribution I have read and understand the "Rollover Distribution Notice" provided to me by the Plan Administrator. I hereby approve of, and consent to, payment option elected by my spouse as provided above. NAME OF SPOUSE: _____ SIGNATURE OF SPOUSE: _____ <i>The signature of the spouse must be witnessed by a Plan representative or a notary public.</i>
NOTARY SIGNATURE/SEAL OR PLAN REPRESENTATIVE	<u>WITNESS: Notary Public</u> Subscribed and sworn to before me on this _____ day of _____, 20_____ NOTARY'S SIGNATURE _____ OR PLAN REPRESENTATIVE'S SIGNATURE _____ The Plan Representative may not witness his or her own form nor the form of any relative.
PARTICIPANT'S SIGNATURE	I have received the "Special Tax Notice Regarding Distributions" [402(f) Notice] provided to me by the Plan Administrator on _____. I hereby request payment from the qualified retirement plan designated above in the manner indicated. I hereby waive my right to a 30-day period in which to consider the decision of whether or not to elect a direct rollover. I certify under penalties of perjury that all information provided by me is true and accurate, and that no tax advice has been given to me by the Plan Administrator and/or Plan Sponsor and that all decisions regarding this withdrawal are my own. I expressly assume the responsibility for any adverse consequences which may arise from this withdrawal and I agree that the Plan Administrator and/or Plan Sponsor shall in no way be responsible for those consequences. PARTICIPANT'S SIGNATURE _____ Date _____
PLAN AUTHORIZATION	PLAN ADMINISTRATOR'S SIGNATURE _____ Date _____

Please complete and return this form to Town of Natick 13 East Central Street, Town Hall Natick, MA 01760 for authorization. If you have any questions regarding this form, please contact John Heise of Atlas Financial Group, LLC at 1-603-661-3069.

For in-service transfers to purchase service credit, please contact your HR Representative.

INSTRUCTIONS FOR DIRECT ROLLOVER OF ELIGIBLE ROLLOVER DISTRIBUTIONS

Payments from the plan that are **eligible rollover distributions** can be taken in two ways. You may have all or any portion of your eligible rollover distribution either (1) paid in a **direct rollover** to an IRA or another employer plan or (2) paid to you. If you chose to have your plan benefit paid to you, you will receive only 80% of the payment, because the Plan Administrator is required to withhold 20% of the payment and send it to the IRS as income tax withholding to be credited against your taxes. You cannot waive that withholding.

Eligible rollover distributions are all distributions from the plan *except* the following:

- required minimum distributions;
- certain distributions that are part of a series of equal (or almost equal) periodic payments that will last for your lifetime (or joint lives of you and your Beneficiary) or for a specified period of 10 years or more; and
- Hardship distributions.

Your Plan Administrator has given or will give you a notice which describes your options in greater detail.

If you want your Plan Administrator to make a **direct rollover** of your plan payment to an IRA or another employer plan, you must provide certain information about that IRA or plan. Your Plan Administrator will specify that information. The Plan Administrator may ask you to complete and attach a Direct Rollover Request or similar form.

WITHHOLDING NOTICE AND INSTRUCTIONS
SUBSTITUTE FORM W-4P OMB #1545-0415

	Distributions from your qualified retirement plan are subject to Federal (and in some cases, State) income tax withholding. For some distributions, you can elect not to have withholding apply. However, you cannot waive withholding on any eligible rollover distribution that is paid to you. See the information above for the definition of eligible rollover distribution and a description of the mandatory 20% withholding.
Election of No Withholding	DISTRIBUTIONS THAT ARE NOT ELIGIBLE ROLLOVER DISTRIBUTIONS If your distribution is not an eligible rollover distribution (see the definition of eligible rollover distribution above) you may elect not to have withholding apply. Check the no withholding box (or boxes) if you do not want any Federal income tax withheld from your distribution. Even if you do not have income tax withheld, you are liable for payments of income tax on the taxable portion of your distribution. You may also be subject to tax penalties under the estimated tax payment rules if your payments of estimated tax and withholding, if any, are not adequate. In addition, state and local taxes may apply to your distribution.
Periodic Distributions	For purposes of the withholding rules on distributions that are not eligible rollover distributions, a periodic distribution is one that is includible in your income for tax purposes and that you receive in installments at regular intervals (e.g., annually, quarterly, monthly, etc.) over a period of time (generally, at least 10 years). Periodic distributions are treated as wages for purposes of withholding. If you do not waive withholding on your periodic distributions, Federal income tax will be withheld unless you check off do not withhold.
Nonperiodic Distributions	Unless withholding is waived on any nonperiodic distribution (i.e. one that is not an eligible rollover distribution), Federal income tax will be withheld at the rate of 10%, unless you specified a greater withholding percentage rate.
	CAUTION: Remember that there are penalties for not paying enough tax during the year, either through withholding or estimated tax payments. See IRS Publication 505 for an explanation of the estimated tax requirements and penalties in detail. You may be able to avoid quarterly estimated tax payments by having enough tax withheld from your pension or annuity using Form W-4P.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

This Special Tax Notice Applies to Distributions from Section 401(a) Plans, Section 403(a) Annuity Plans, Section 403(b) Tax Sheltered Annuities and Section 457 Governmental Plan

This notice contains important information you will need before you decide how to receive Plan benefits. It explains when and how you can continue to defer federal income tax on your retirement savings when you receive a distribution.

This notice is provided to you because all or part of the payment that you will soon receive from one or more plans in which you participate *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. 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 plan). Your payment(s) cannot be rolled over to a Roth IRA (except as described under Section IV below), a SIMPLE IRA, or a Coverdell Education Savings Account (formerly known as an education IRA).

Although the information in this notice generally applies to most plan distributions, some distinctive rules relate to distributions from governmental 457 plans. For more information on unique rules applicable to these plans, see the Section "Additional Information for Governmental 457 Plans." This notice does not address distributions from 457(b) plans maintained by tax-exempt employers or 457(f) plans because distributions from such plans are not eligible for rollover.

There are some special considerations before you elect to roll over your Plan benefit. First, an eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts, you may want to roll your distribution over to a Traditional IRA instead or split your rollover amount between the employer plan in which you will participate and a Traditional IRA. Second, you should find out about any documents that are required to be completed before the receiving plan will accept a rollover. Finally, you should find out what limits the receiving plan will put on later distributions of your rollover account. For example, the receiving 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. You may also want to talk to your tax advisor before making any decisions.

If you have additional questions after reading this notice, you can contact your Plan Administrator.

1. General Summary

There are two ways in which 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 (except as described under Section IV below), 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 59½, you may have to pay an additional 10% tax.
- You can roll over all or part of the payment by paying it to your 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.
- If your distribution includes designated Roth 401(k) or 403(b) contributions, special rules apply, which are described under Section IV below.

If you choose not to take a distribution at this time or do not respond to this Notice:

The Plan Administrator will not make any distribution to you. According to the Plan's provisions, distributions will only be made with your consent.

Also if you elect not to take a distribution at this time, such election must be communicated to the Plan Administrator. To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Allocating your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk. It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

In making the decision as to whether or not to defer payment of your plan benefits it is important to consider numerous factors, including but not limited to premature distribution penalties described elsewhere in this Notice, the potential loss of investment income on a tax deferred (or Roth tax-free) basis, the investment fees charged by this plan versus those that will be charged by alternative investment vehicles such as rollover IRAs or other eligible retirement plans. Depending on how you invest your assets outside this plan you may or may not be able to invest in assets that provide higher rates of return.

Administration Fees Charged to Accounts Remaining in the Plan

If you do not take a distribution of your account from the Plan or fail to respond to this Notice, the administration expenses and fees that currently apply to benefit accounts under the Plan are described on Schedule A of this Special Tax Notice Regarding Plan Payments.

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 the Plan Administrator receives it.

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I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the Plan may be “eligible rollover distributions.” This means that 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 (except as described below), 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 And Roth 401(k) Deferrals

If you made after-tax contributions to the Plan, these contributions may be rolled into either a traditional IRA, or beginning January 1, 2008 a Roth IRA, or to certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

1. Rollover into a Traditional IRA or Roth 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. You cannot roll these after-tax amounts to a Roth IRA before January 2008.

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

2. 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 or 403(b) tax sheltered annuity to another such plan using a direct rollover only 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, 401(a) or 403(a) plan using a direct rollover if the other tax-sheltered annuity or plan 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.

You may roll over an eligible rollover distribution that consists of Roth 401(k) Deferrals (and earnings) only to another qualified plan (including a defined benefit plan by direct rollover) or to a Roth 403(b) plan by direct rollover, provided the qualified plan or the Roth 403(b) plan accepts such rollover and agrees to provide separate accounting for those amounts rolled over (including separate accounting for Roth 401(k) Deferrals and the earnings on those deferrals). Your period of participation under the distributing plan is carried over to the recipient plan for purposes of determining whether you satisfy the five-year requirement for qualified distributions from the recipient plan. You may also roll over Roth 401(k) Deferrals to a Roth IRA either by a direct rollover or by a 60-day rollover. In any of these direct rollovers, the distribution may, but need not, be deemed a “qualified Roth distribution” (see Section IV, Special Rules for Designated Roth Contributions to 401(k) and 403(b) Accounts). In the case of a rollover from a designated Roth account under a 401(k) or 403(b) plan to a Roth IRA, the period that the rolled-over funds were in the designated Roth 401(k) or 403(b) account does not count towards the five-year period for determining qualified distributions from a Roth IRA. However, if you established a Roth IRA in a prior year, the five-year period for determining qualified distributions from a Roth IRA that began as a result of your earlier Roth IRA contribution applies to any distributions from the Roth IRA, including a distribution of an amount that was attributable to a rollover contribution from a designated Roth contribution account.

The following types of payments cannot be rolled over:

1. Payments Spread over Long Periods. You cannot roll over a payment if it is part of a series of equal (or almost equal) installment 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.
2. Required Minimum Payments. Beginning when you reach age 70½ or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a “required minimum payment” that must be paid to you. Special rules apply if you own more than 5% of your employer.
3. Hardship Distributions. A hardship distribution cannot be rolled over.
4. ESOP Dividends. Cash dividends paid to you on employer stock held in an employee stock ownership plan cannot be rolled over.

5. **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.
6. **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 II 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 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. If a portion of your payment is from a designated Roth 401(k) or 403(b) account (as described under Section IV below), the Plan may treat the Roth account portion of your payment as a separate distribution for purposes of the \$200 rule to determine amounts that are not rollover eligible.

Other special rules apply if your distribution includes designated Roth contributions in a 401(k) or 403(b) plan. Refer to Section IV below for a discussion of the tax rules that apply to such accumulations.

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 sponsors 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 still 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 DIRECT ROLLOVER to a Traditional IRA, your benefit will no longer be eligible for that special treatment. See the sections below entitled "Additional 10% Tax if You Are under Age 59½" 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 II 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.

Special rules apply if your distribution includes designated Roth contributions in a 401(k) or 403(b) plan. Refer to Section IV below for a discussion of the tax rules that apply to such accumulations.

Income Tax Withholding

- If you request a distribution of your Plan Account, see Schedule A of this Special Tax Notice Regarding Plan Payments for further information on the processing fee that will be charged to cover the cost of your request.

Mandatory Withholding. If any portion of your payment can be rolled over under Section II 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 but choose to take the distribution in cash instead, 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. If a portion of your payment is from designated Roth contributions in a 401(k) or 403(b) account (as described under Section IV below), the Plan may treat the Roth account portion of your payment as a separate distribution when applying this \$200 threshold. Furthermore, the portion of the distribution that is from a Roth account that is distributed to you on a tax-free basis will not be included in the amount of the distribution subject to withholding.

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

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

Special rules apply if your distribution includes designated Roth contributions to a 401(k) or 403(b) plan. Refer to Section IV below for a discussion of the tax rules that apply to such accumulations.

Additional 10% Tax If You Are under Age 59½. If you receive a payment before you reach age 59½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (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 state domestic relations order generally applicable to governmental or church plans), (7) payments that do not exceed the amount of your deductible medical expenses, (8) certain payments that are paid while you are on active military duty from September 11, 2001 to December 31, 2007, provided you were called to duty for more than 179 days, and (9) certain payments that are paid to you from a governmental defined benefit plan, provided you are a public safety employee and are at least age 50. See IRS Form 5329 for more information on the additional 10% tax.

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

- **Ten-Year Averaging.** If you receive a lump sum distribution and you were born before January 1, 1936, you can make a one-time election to figure the tax on the payment by using "10-year averaging" (using 1986 tax rates). Ten-year averaging often reduces the tax you owe.
- **Capital Gain Treatment.** If you receive a lump sum distribution and you were born before January 1, 1936, and you were a participant in the Plan before 1974, you may elect to have the part of your payment that is attributable to your pre- 1974 participation in the Plan taxed as long-term capital gain at a rate of 20%.

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into this Plan from a 403(b) tax-sheltered annuity contract, 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 a Traditional 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 a Traditional 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.

Special rules apply if your distribution includes designated Roth contributions to a 401(k) or 403(b) plan. Refer to IV below for a discussion of the tax rules that apply to such accumulations.

IV. SPECIAL RULES FOR DESIGNATED ROTH CONTRIBUTIONS TO 401(K) AND 403(B) ACCOUNTS

Direct Rollover to a Roth IRA

Designated Roth contributions to 401(k) and 403(b) plans and the earnings attributable to them can be rolled over to a Roth IRA. However, once rolled to a Roth IRA, you CANNOT subsequently roll your designated Roth contributions to an employer plan, even if the plan accepts designated Roth contributions.

In the case of a rollover from a designated Roth account in a 401(k) or 403(b) plan to a Roth IRA, the period that the rolled-over funds were in the designated Roth 401(k) or 403(b) account does not count towards the 5-year period for determining qualified distributions from the Roth IRA. However, if you established a Roth IRA in a prior year, the 5-year period for determining qualified distributions from a Roth IRA that began as a result of your earlier Roth IRA contribution applies to any distributions from the Roth IRA (including a distribution of an amount attributable to a rollover contribution from a designated Roth contribution account).

Direct Rollover to Another Employer Plan

Designated Roth contributions in a 401(k) and 403(b) plan and the earnings attributable to them can be rolled over to another employer plan that accepts direct rollovers of designated Roth contributions. This means that a Roth 401(k) account can be directly rolled over only to another Roth 401(k) plan or another 401(a) plan, including a defined benefit plan, that accepts the rollover and provides separate accounting for the Roth amounts and related earnings that are rolled over. Similarly, a Roth 403(b) account can be directly rolled over only to another Roth 403(b) plan. Your period of participation under the distributing plan is carried over to the recipient plan for purposes of determining whether you satisfy the 5-year requirement for determining qualified distributions under the recipient plan.

Qualified Distributions

If you have made designated Roth contributions to the Plan, the amounts (both contributions and earnings) held in your designated Roth contribution account may be distributed tax-free if it is a "qualified distribution". A "qualified distribution" is a distribution that is made after at least five years have elapsed from the start of the year during which you made your first Roth contribution to the Plan and is distributed:

1. after you attain age 59½;
2. to your beneficiary after your death; or
3. on account of your disability.

If the distribution is not a qualified distribution, you will be taxed on any earnings in your Roth contribution account. Because your designated Roth contributions to the Plan were made on an after-tax basis, you will receive a tax-free return of your designated Roth contributions.

However, distributions of the following amounts are never qualified distributions, are not eligible for rollover, and the earnings are includable in taxable income:

- Corrective distributions (as discussed under Section II above).
- Taxable deemed distributions of participant loan defaults (as discussed under Section II above).

A lump sum designated Roth "qualified distribution" of employer stock or securities is tax-free, and the stock or securities take a fair market value adjusted basis. In the case of a lump sum designated Roth "nonqualified distribution," the ordinary rules explained under Section II above would apply to the investment earnings.

Basis Recovery Rules for Roth Payments that are Not "Qualified Distributions"

If you receive a partial distribution that is not a qualified distribution (i.e., one that does not meet the "qualified distribution" definition above) from your designated Roth account in the Plan, the portion of the distribution attributable to your after-tax designated Roth contributions will be tax-free. The non-taxable portion is determined by multiplying the amount of your distribution by the ratio of your cumulative designated Roth contributions divided by your designated Roth account balance.

Example: If a distribution that is not a qualified distribution of \$5,000 is made from an employee's designated Roth account when the account consists of \$9,400 of designated Roth contributions and \$600 of earnings, the distribution consists of \$4,700 of after-tax designated Roth contributions and \$300 of taxable earnings.

Rollovers of Distributions Directly into a Roth IRA

Distributions from eligible Retirement Plans made after December 31, 2007 can be rolled over directly into a Roth IRA. Any such rollover contribution must meet the rollover requirements which apply to any rollover contributions to a Roth IRA.

For Tax Years beginning prior to January 1, 2010, the restrictions that previously applied to rollovers from a traditional IRA into a Roth IRA shall apply to any rollover from an eligible retirement plan directly into a Roth IRA. A rollover to a Roth IRA will be allowed only if, for the tax year of the distribution to which the contribution relates, the taxpayer's adjusted gross income does not exceed \$100,000 and the taxpayer is not a married individual filing a separate return.

A rollover into a Roth IRA is not tax free, except to the extent it represents a return of after-tax contributions. Any amount that is rolled over to a Roth IRA is includable in gross income, as a distribution from a Roth IRA is not taxed. The 10% tax on early distributions will not apply to the rollover.

For rollovers made in 2010, the taxpayer will recognize the distribution amount in income ratably in 2011 and 2012 unless the taxpayer elects to recognize it all in 2010. No special provision is made for years after 2010, so taxpayers making rollovers in 2010 and thereafter will have to recognize the entire amount of the distribution in income in the year in which the distribution takes place.

Sixty-Day Rollover Option

If you receive a distribution from a designated Roth 401(k) or 403(b) account, you may roll over the entire amount (or any portion thereof) into a Roth IRA within 60 days of receipt. If only a portion of the distribution is rolled over, the portion that is rolled over is treated as consisting first of the amount of the distribution that would otherwise be taxable income.

Alternatively, you may roll over the otherwise taxable portion of the distribution to a designated Roth 401(k) or 403(b) plan within 60 days of receipt. In addition, your period of participation under the distributing plan is not carried over to the recipient plan for purposes of determining whether you satisfy the 5-year requirement under the recipient plan.

Example: An employee receives a \$14,000 eligible rollover distribution that is not a qualified distribution from his designated Roth account, consisting of \$11,000 of designated Roth contributions and \$3,000 of taxable earnings. Within 60 days of receipt, the employee rolls over \$7,000 of the distribution into a Roth IRA. The \$7,000 is deemed to consist of \$3,000 of earnings and \$4,000 of after-tax contributions. Because the only portion of the distribution that could be includable in taxable income (the earnings) is rolled over, none of the distribution is includable in the employee's taxable income in the year of distribution.

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.

V. 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" (or a state domestic relations order applicable to certain governmental or church plans), 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 II 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, the Plan may permit you to choose to have a payment that can be directly rolled over to a traditional IRA, as described in I above, or to have the benefit paid to you. You may not roll over the payment that is made directly to you, nor may you choose to roll over the payment to an eligible employer plan. The IRA accepting the transfer is treated like a non-spouse Inherited IRA, under which benefits must be distributed in accordance with the required minimum distribution rules. In general, distributions from the Inherited IRA must either be paid to you in full within 5 years of the deceased participant's death or must commence within 12 months of the participant's death and be paid over your life expectancy. The benefits cannot be rolled over from the Inherited IRA to any other IRA or employer plan.

As explained above, surviving spouses and alternate payees have the same choices as the employee. However, unlike surviving spouses and alternate payees, non-spouse beneficiaries do not have the same choices as the employee. Because of this difference, the mandatory withholding rules described in Section III above that typically apply to payments that are not rolled over, do not apply to payments made to non-spouse designated beneficiaries.

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 Section III above, even if you are younger than age 59½.

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

All Plans Except Governmental 457 Plans. 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.

Governmental 457 Plans. 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 Section III above, even if you are younger than age 59½.

Rollover By a Non-Spouse Beneficiary

Distributions from an eligible retirement plan of a deceased participant may now be rolled over by a non-spouse beneficiary. If a direct trustee-to-trustee transfer is made to an IRA that has been established to receive the distribution on behalf of a beneficiary who is not the Participant's surviving spouse, the following treatment applies:

- a. The transfer is treated as an eligible rollover distribution;
- b. The transferee IRA is treated as an inherited account; and
- c. The required minimum distribution rules applicable where the Participant dies before the entire interest is distributed apply to the transferee IRA; the special rules for surviving spouse beneficiaries do not apply.

Distributions for Health and Long-Term Care Insurance

If you receive a distribution from a governmental plan and you are a public service employee, then up to \$3,000 may be excluded from your income to the extent you purchase certain health insurance or long-term care insurance for you, your spouse, or your dependents.

Additional Information for Governmental 457 Plans

Unforeseeable Emergency Distributions

A distribution on account of an unforeseeable emergency cannot be rolled over. An unforeseeable emergency is limited to a severe financial hardship resulting from a sudden and unexpected illness or accident or a loss of property due to casualty or similar extraordinary and unforeseeable circumstances. Such events must result from circumstances beyond your control. For example, an unforeseeable emergency must cause a hardship that cannot be relieved through reimbursement or compensation by insurance, liquidation of assets (unless such liquidation would cause a severe financial hardship), or a cessation of all contributions to the 457 plan. Payment of college expenses or purchase of a home does not qualify as an unforeseeable emergency.

Distribution of Excess Contributions

A distribution that is made because legal limits on certain contributions were exceeded cannot be rolled over.

Direct Rollovers

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 governmental 457 plan. See the "Additional 10% Tax May Apply to Certain Distributions."

Additional 10% Tax May Apply to Certain Distributions.

Distributions from the governmental 457(b) plan are generally not subject to the additional 10% tax that applies to pre-age 59½ distributions from other types of plans. However, any distribution from such plan that is attributable to an amount you rolled over to the Plan (adjusted for investment returns) from another type of eligible employer plan or IRA amount is subject to the additional 10% tax if it is distributed to you before you reach age 59½, unless exception applies.

Exceptions to the additional 10% tax generally include (1) 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), (2) payments that are paid from an eligible employer plan after you separate from service with your employer during or after the year you reach 55, (3) payments that are paid because you retire due to disability, (4) payments that are paid directly to the government to satisfy a federal tax levy, (5) payments that are paid to an alternate payee under a qualified domestic relations order, or (6) payments that do not exceed the amount of your deductible medical expenses. These exceptions may be different for distributions from a Traditional IRA. See IRS Form 5329 for more information on the additional 10% tax.

The additional 10% tax does not apply to distributions from the Plan or any other governmental 457 plan, except to the extent the distribution is attributable to an amount you rolled over to the governmental plan (adjusted for investment returns) from another type of eligible employer plan or IRA.

In addition, any amount rolled over from the Plan to another type of eligible employer plan or to a Traditional IRA will be subject to the additional 10% tax if it is distributed to you before you reach age 59½, unless an exception applies.

11. How to Obtain Additional Information

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.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Schedule A

Administration Fees Charged to Accounts Remaining in the Plan

The following is a summary of the expenses and fees that currently apply as of September 1, 2010 to your account under the Plan:

If you request a distribution of your account, \$75 will be charged to cover the cost of processing your request.

The investments that you may allocate to your account if you decide to not take a distribution at this time are the same as those currently made available to you.

If you have any questions concerning administrative expenses and fees, or investment and transaction-related fees, please refer to your Summary Plan Description or contact your Plan Administrator.