

INSTRUCTIONS

Complete Section 2 of this form only for *Mutual Fund Select Portfolios (MFSP)* accounts and variable annuity accounts administered at www.metlife.csplans.com.

Complete Section 3 of this form for *other insurance contracts placed by MetLife*, e.g. Lincoln, Kemper, American United Life, etc. including administered at www.metlife.csplans.com for the 457(b) Plan specified in Section 1.

- This form CANNOT be used for a required minimum distribution request.
- Please do not submit this form unless you are *severed from employment* and *no longer contributing* to your Plan **or** you want to instruct a transfer to purchase service credit under a governmental pension plan [if your 457(b) Plan permits]. *Severance from employment* does NOT include maternity leave, accrued sick time, disability, family care leave, or accrued vacation.
- To purchase service credit under a governmental pension plan [if your 457(b) Plan permits], also complete Section 4.
- Call your MetLife representative **or** the *interactive voice response system* at 1-877-WITH-MET (877-948-4638), for the payout options that are available in your Plan, to elect an annuity payout option (if your Plan permits this option), to complete Section 3, **or** for the required forms. (You may receive an annuity payout only from an annuity contract.)
- For annuity payout options, MetLife requires a minimum 3-year payout and \$2,000 Plan Account balance. Other insurance companies may require a longer term payout and a larger Plan Account balance.
- For Life Annuity Option in Section 2 and/or 3, *you must attach verification of date of birth* for yourself (and your beneficiary, if you specify a Joint and Survivor Annuity).
- If applicable, review Section 5 and complete direct deposit information *on this form only*.

SECTION 1 – PARTICIPANT INFORMATION

Participant Name (print full name)

Social Security Number (SSN) or
Taxpayer Identifying Number (TIN)

Home Address

Daytime Telephone Number

City State Zip Code

Date of Birth (MM/DD/YYYY)

US citizen: Yes No

Employer/Plan Name

Employer/Plan Number

Annuities are issued by MetLife Insurance Company of Connecticut (MIC), One Cityplace, Hartford, CT 06103 and distributed by MetLife Investors Distribution Company (MLIDC) (member FINRA), 5 Park Plaza, Suite 1900, Irvine, CA 92614. Securities, including variable products offered through MetLife Securities, Inc. (MSI) (member FINRA/SIPC), 200 Park Avenue, New York, NY 10166. MIC, MLIDC and MSI are affiliates.

Participant Name: _____

Participant's SSN or TIN: _____

**457(b) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

**SECTION 2 – PAYOUT OPTIONS ONLY FOR MFSP ADMINISTERED AT
WWW.METLIFE.CSPLANS.COM**

Complete whichever Option applies:

- Direct deposit is *recommended* for quarterly, semi-annual, and annual distributions; but *cannot* be used for a lump sum distribution
- If this is a Partial Distribution, redemptions will be pro-rata from all available investment options under the contracts to which this form applies.
- *Minimum Distribution Rules apply*

Lump Sum Distribution

- Entire Plan Account balance
- Partial Plan Account Balance of \$ _____ (to purchase service credit under a governmental pension plan [if your 457(b) Plan permits], also complete Section 4)

OR

Systematic Withdrawal (must be less than 10 years)

- Fixed Dollar Amount \$ _____ monthly quarterly semi-annually annually

The number of payments will depend on your Plan Account balance. Under this option, you will receive a payment until your Plan Account balance is exhausted.

- Fixed Time Period _____ years monthly quarterly semi-annually annually

Each period, your Plan Account balance will be divided by the number of payments requested. Payments will vary based on investment return and market fluctuations.

Annuity

Annuity Option form is required. I have attached the required form(s) for:

- Non-Life Annuity Life Annuity

OR

Direct Rollover

A direct rollover occurs when your distribution is paid to an eligible retirement plan (including an IRA) that has agreed to accept this rollover. **The receiving institution must be indicated below** and must be an insurance company, bank, trust company, IRS-approved custodian, or employer plan trustee.

If this direct rollover is to be made during or after the year in which you turn age 70½ and you are no longer employed, you cannot roll over the portion of the distribution that is a required minimum distribution (RMD).

Select a direct rollover option:

- Direct Rollover of Entire Plan Account Balance
- Direct Rollover of Partial Plan Account Balance of \$ _____,
- Direct Rollover of Partial Plan Account Balance of \$ _____, and a Lump Sum Distribution of the remaining account balance
- Partial Lump Sum Distribution of \$ _____, and a Direct Rollover of the remaining Plan Account balance.

Receiving Institution (Bank or Insurance Company)

FBO (Participant's Name)

Important: The rollover check will be mailed directly to the address specified in Section 1 of this form. You are responsible to promptly invest this check into your new Plan or IRA. (Do not deposit directly into your personal savings account.) When you send it, remember to include your new account number; doing so will help your new insurer, custodian, or trustee process the check to your account.*

***If your receiving institution is MetLife, you must complete the section below (choose only one option below):**

- MetLife Plan recordkept at 1 City Place, Hartford Connecticut
- MetLife other location: If you select this box your check will be mailed directly to your address. If no boxes are checked, by default your check will be mailed directly to your address.

Participant Name: _____

Participant's SSN or TIN: _____

**457(b) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

PLEASE READ BEFORE PROCEEDING:

- ◆ If your Plan Account with this Employer's Plan includes insurance contracts sold by MetLife, you must complete Sections 3 and 5-7. Your Employer completes Section 8.
- ◆ If your Plan Account with this Employer's Plan includes contracts *only for* MFSP and variable annuity accounts administered at www.metlife.csplans.com, *skip* Section 3 and complete Sections 5-7. Your Employer completes Section 8.

SECTION 3 – PAYOUT OPTIONS FOR OTHER INSURANCE CONTRACTS PLACED BY METLIFE

- Direct deposit is *recommended* for monthly, quarterly, semi-annual, and annual periodic distributions; but *cannot* be used for a single sum distribution
- *Minimum Distribution Rules apply*
- Attach the required completed insurance company form(s)

Complete insurance company name(s), effective date and check whichever option(s) applies (if insurer permits that option):

Insurance Company #1: _____

Insurance Company #2: _____

Requested Start Date ____/____ (month and year)

Requested Start Date ____/____ (month and year)

*Single Sum Distribution, including partial balance**

*Single Sum Distribution, including partial balance**

Systematic Withdrawal

Systematic Withdrawal

Annuity

Annuity

Direct Rollover

Direct Rollover

***To purchase service credit under a governmental pension plan [if your 457 (b) Plan permits], also complete Section 4.**

SECTION 4 – TRANSFER TO PURCHASE SERVICE CREDIT (if your Plan permits)

Name of governmental pension plan: _____

Amount required to purchase service credit: \$ _____

Date needed by: _____

Attach the letter you received from your governmental pension plan (required).

By signing this claim form, I certify that the payment requested above is solely to purchase service credit under a governmental defined benefit pension plan in an amount no more than that plan requires to purchase the service credit the plan will allow.

Participant Name: _____

Participant's SSN or ITIN: _____

**457 (B) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

SECTION 5 – AUTHORIZATION FOR ELECTRONIC DIRECT DEPOSIT

Direct deposit is *recommended* for monthly, quarterly, semi-annual, and annual distributions but *cannot* be used for a lump sum distribution.

Complete only one option: I request that my beneficiary distributions be directly deposited to the following account:

Checking Account: *Attach a pre-printed void check below (starter checks not accepted)*

Bank/Credit Union Name

Telephone Number

|: ____ - ____ - ____ - ____ - ____ - ____ - ____ - ____ - ____ |:
First nine digits only of ABA Number (required)
(appears at bottom of check between markings indicated above)

Account Number

Void Check

- OR -

Savings Account: *Attach a savings account advice slip below. (if available)*

Bank/Credit Union Name

Telephone Number

|: ____ - ____ - ____ - ____ - ____ - ____ - ____ - ____ - ____ |:
First nine digits only of ABA Number (required)
(Contact your bank for ABA Number)

Account Number

Savings Account Advice Slip

I authorize MetLife to initiate automatic deposits to my account indicated above with the financial institution named above. This authority will remain in effect until I have given you written notice that I have stopped it. I understand that I must give you enough advance notice to allow you reasonable time to act on my instructions. If an incorrect amount is entered into my account, I authorize you to direct my bank to make the appropriate credit or debit adjustment. MetLife may end this service at any time without notice.

Participant's Signature

Date

Participant Name: _____

Participant's SSN or ITIN: _____

**457 (B) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

SECTION 6 – TAX WITHHOLDING ALLOWANCES

Select Federal *and* State income tax withholding election below. (Please read the Notice below. If you do not state your instruction, we will withhold the amount required by applicable law.)

◆ I **DO** **DO NOT** want *Federal* income tax withheld from my distribution.

If your State requires State income tax withholding on your distribution, MetLife will withhold the amount required by your State. You may elect to have MetLife withhold from your distribution more than your State requires. If you elect State income tax withholding and your State doesn't apply a State income tax, MetLife won't withhold State income tax.

◆ I elect to have MetLife withhold % in addition to my State's required withholding - **OR** -

◆ I elect to have MetLife withhold \$ _____ in addition to my State's required withholding

Notice: Before you decide whether to choose withholding, please understand that there are penalties for not paying enough tax during the year, either through withholding or estimated tax payments. If you elect not to have Federal or State income tax withheld, you are still liable for payment of Federal and State income tax on the taxable portion of your distribution. Also, regardless of your election, you are still responsible for estimated tax payments if any tax withheld is not sufficient to meet your Federal and State income tax obligations. You may be able to avoid quarterly estimated tax payments by having enough tax withheld from your retirement plan distribution. For more information, read IRS Publication 505 and consult your tax lawyer or accountant.

After the end of each year, you will receive a 1099R Form indicating payments made and taxes withheld.

SECTION 7 - PARTICIPANT CERTIFICATION

I understand that:

- If I elect a systematic withdrawal and my Plan Account remains in a variable annuity fund and/or mutual funds, its *fluctuations* could increase or decrease the time period or dollar amount of my payments.
- Depending on the payout option selected and the terms of the Deferred Compensation Plan, distributions might be subject to *surrender charges*.

I elect the form of distribution indicated on the attached distribution form. I received the *Eligible Rollover Distribution/Tax Notice* Regarding Plan Payment concerning the federal income tax treatment of this distribution. Any amount not directly rolled over will be paid directly to me. I understand that 20% will be withheld as federal income tax. I understand that this distribution is taxable and if made before the age of 59½, I might be subject to an additional 10% penalty tax.

Please be aware of the following rules, which apply to the extent provided by your Plan or required by applicable law: You have the right to defer receipt of your distribution. You have a right to consider up to 30 days after you receive the *Eligible Rollover Distribution/Tax Notice*, whether to consent to this distribution. For information about your Plan's payout options, you may refer to your Plan's Summary Plan description. By making this claim, you affirmatively elect this distribution and waive your right to the 30-day delay.

I certify, under penalties of perjury, that:

- everything I stated on this form is true, correct and complete
- my Social Security Number or other Taxpayer Identification Number shown above is correct
- I am **not** domiciled or a resident of any nation, state, or locality other than as shown on this form.

I understand that I might be subject to civil penalties and criminal penalties and punishment for any knowingly false statement on this form or any papers attached to or related to this form or my claim under the Plan. In addition, if the Plan, an insurer, or a custodian pays or fails to pay any benefit based on my false statement, I will be liable for the damages, including (but not limited to) investigation expenses and lawyers' and legal assistants' fees.

Participant's Signature

Date

Participant Name: _____

**457 (B) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

Participant's SSN or ITIN: _____

SUBMITTING THIS FORM

- Please submit completed forms, *including insurance company forms (if applicable)*, to your Employer (not MetLife) for the Employer to complete Section 8. Incomplete paperwork will delay processing.
 - Note: Section 8 is not required if your only instruction is Section 4 – Transfer to Purchase Service Credit.
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Employer/Plan Name (required)

Employer/Plan Number

Participant's Name (print full name)

Social Security Number or Taxpayer Identifying Number

SECTION 8 - EMPLOYER CERTIFICATION –MUST BE COMPLETED BY THE EMPLOYER

Reason for Severance from Employment:

Date of Severance from Employment:

- Terminated Employment
- Retired
- Attainment of Age 70 1/2

The former employee named above has severed from employment and is no longer contributing to the Plan. (*Severance from employment* does NOT include maternity leave, accrued sick time, disability, family leave or accrued vacation.)

Name of Employer's Payroll Officer (print full name)

Telephone Number

Signature of Employer's Payroll Officer

Date

- Please mail – **OR** – fax a copy of this form complete with **Plan Administrator's Signature** to:

By Mail:

- OR -

By Fax:

Attn: Distribution Department
MetLife
P.O. Box 6717
Somerset, NJ 08875

Attn: Distribution Department
MetLife
1-866-429-5762

Participant Name: _____

Participant's SSN or ITIN: _____

**457 (B) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

***USE THIS EXPLANATION TO COMPLETE SECTIONS 2 AND/OR 3 OF
THE ATTACHED DISTRIBUTION REQUEST.***

Single Sum Distribution Options

1. Entire Plan Account balance

Plan Account will be paid in one payment.

2. Partial Plan Account balance

This option provides for a partial single sum withdrawal from your Plan Account.

Systematic Withdrawal Options

If you select a payout option in this section, you should be aware of the following:

- If the Plan Account has more than one investment fund, the periodic withdrawal amount will be prorated against all investment funds.
- If you choose a continuing payout option, it must be at least once a year.
- You must specify an amount or time period that meets your required minimum distribution under Internal Revenue Code § 401(a)(9).

1. Fixed Dollar Amount

This option provides for periodic payments in monthly, quarterly, semiannual, or annual installments of a designated dollar amount *until the Plan Account is exhausted*. The number of payments to be made cannot be established because it depends on the time in which Plan investments are exhausted.

2. Fixed Time Period

This option provides for periodic payments in monthly, quarterly, semiannual, or annual installments *over a specified number of years*. The amount of each payment will vary, as the Plan Account will continue to share in the performance of the investment fund(s). You must select a number of years that is no more than the minimum distribution period that applies to you under Internal Revenue Code § 401(a)(9).

Annuity Options

Non-Life Annuity

1. Fixed Dollar

Under this payout option the participant selects a fixed annuity payment amount to be paid *until the cash value is exhausted*. After your death, the insurer will continue the same payments to the applicable beneficiary until the cash value is exhausted.

2. Fixed Period

Under this payout option, the participant selects an annuity payment to be paid *over a specified period of time*. After your death, the insurer will continue payments to the applicable beneficiary in like amounts for the remainder of the guaranteed period.

Participant Name: _____

Participant's SSN or ITIN: _____

**457 (B) DEFERRED COMPENSATION PLAN
DISTRIBUTION REQUEST**

Life Annuity

The life annuity options (1-3) require that you provide a *certified copy of your birth certificate*. If *not* available, a copy of one of the following form(s) of verification of your date of birth might be accepted:

- 1) driver's license,
- 2) baptismal certificate,
- 3) marriage certificate (only if date of birth is shown),
- 4) military discharge papers,
- 5) passport
- 6) citizenship papers.

If you request a joint and survivor life annuity, you must provide evidence of date of birth for your beneficiary, as explained above.

1. Life Annuity

Under this option the insurer will pay monthly payments for the rest of your life. Upon your death, all payments will cease.

2. Life Annuity with Period Certain (60, 120, 180, or 240 payments assured)

Under this option the insurer will pay monthly payments for the rest of your life. If you die before the end of your selected guaranteed period (such as 5, 10, 15 or 20 years), beneficiary payments will continue in like amounts until the expiration of the guaranteed payment period or as a single sum payment.

3. Joint and Survivor Life Annuity

Under this option the insurer will pay monthly payments during the joint lifetime of the annuitant and a second individual, and thereafter during the remaining lifetime of the survivor. Once the survivor dies there are no more payments.

Important Notes For Annuity Options

- The payments you receive will be based on the annuity purchase rates in effect when the annuity is purchased.
- The investment options in your Plan Account will be redeemed pro rata to purchase the annuity.

For federal income tax purposes, each payment is ordinary income when you receive it.

MetLife does not give tax or legal advice.

Direct Rollover Options

A direct rollover occurs when your distribution is paid to an eligible retirement plan (including an IRA) that has agreed to accept this rollover. The payee must be an insurance company, bank, trust company, IRS-approved custodian, or employer plan trustee.

1. **Direct Rollover** of Entire Plan Account balance
2. **Direct Rollover** of Partial Plan Account balance
3. **Direct Rollover** of Partial Plan Account balance and a Single Sum Distribution of the remaining account balance
4. Partial Single Sum Distribution and a **Direct Rollover** of the remaining Plan Account balance

MODEL NOTICE - ELIGIBLE ROLLOVER DISTRIBUTION/TAX NOTICE

Based on IRS Notice 2002-2003 with updates and other modifications as appropriate.

This notice explains how you can continue to defer federal income tax on your retirement savings in a § 401 retirement plan or § 403(b) arrangement [the "Plan"] and contains important information you will need before you decide how to receive your Plan benefits.

This notice is provided to you by the your Plan Administrator or payor 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 qualified retirement or 457(b) plan including an IRA, that allows you to continue to postpone taxation of that benefit until it is paid to you and, after December 31, 2007, a ROTH IRA. For purposes of this notice, any IRA described in the preceding sentences an "eligible IRA." PLEASE NOTE that a rollover to a ROTH IRA (permitted after December 31, 2007) will result in current income taxation of previously deferred income but future qualified cash distributions from the ROTH IRA, including subsequently deferred earnings, that are not rolled over to another ROTH IRA can be income tax-free. You cannot roll you payment over to a ROTH IRA if you Adjusted Gross Income exceeds \$100,000 or you are married filing a separate return. Your payment cannot be rolled over to a Roth IRA prior to January 1, 2008, a SIMPLE IRA, or a Coverdell Education Savings Account (formerly known as an education IRA). An "eligible employer plan" includes a plan qualified under section 401(a) 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).

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 an eligible IRA or split your rollover amount between the employer plan in which you will participate and an eligible 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 or payor.

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, except in the case of a rollover to a ROTH IRA (allowed after December 31, 2007), 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.
- Except in the case of a rollover to a ROTH IRA (allowed after December 31, 2007) 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 to a traditional IRA or another eligible employer plan. 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 an eligible 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 an eligible 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% to a traditional IRA or another eligible employer plan that you received, you will be taxed on the 20% that was withheld and that is not rolled over. The entire taxable amount rolled over to a ROTH IRA is taxable in the year of rollover.

Your Right to Waive the 30-Day Notice Period. Generally, neither a direct rollover nor a payment can be made from the plan until at least 30 days after your receipt of this notice. Thus, after receiving this notice, you have at least 30 days to consider whether or not to have your withdrawal directly rolled over. If you do not wish to wait until this 30-day notice period ends before your election is processed, you may waive the notice period by making an affirmative election indicating whether or not you wish to make a direct rollover. Your withdrawal will then be processed in accordance with your election as soon as practical after it is received by the Plan Administrator.

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 an eligible IRA or to an eligible employer plan, that accepts rollovers. Payments from a plan cannot be rolled over to a Roth IRA before January 1, 2008, a SIMPLE IRA, or a Coverdell Education Savings Account. Your Plan administrator should be able to tell you what portion of your payment is an eligible rollover distribution.

After-tax Contributions. If you made after-tax contributions to the Plan, these contributions may be rolled into either an eligible 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 an eligible 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 an eligible IRA, it is your responsibility to keep track of, and report to the Service on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the traditional IRA to be determined.

Once you roll over your after-tax contributions to an eligible 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) or 403(b) annuity plan to another such plan or contract using a direct rollover if the other plan or contract 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 an eligible IRA and then roll over that amount into an employer plan.

The following types of payments cannot be rolled over:

Payments Spread over Long Periods. You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for:

- your lifetime (or a period measured by your life expectancy), or
- your lifetime and your beneficiary's lifetime (or a period measured by your joint life expectancies), or
- a period of 10 years or more.

Required Minimum Payments. Beginning when you reach age 70½ or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a "required minimum payment" that must be paid to you. Special rules apply if you own 5% or more of your employer.

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 an eligible 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 to a traditional IRA another eligible employer plan until you later take it out of the traditional IRA or eligible employer plan. In addition, no income tax withholding is required for any taxable portion of your Plan benefits for which you choose a DIRECT ROLLOVER. This Plan might not let you choose a DIRECT ROLLOVER if your distributions for the year are less than \$200.

DIRECT ROLLOVER to an Eligible IRA. You can open an eligible IRA to receive the direct rollover. If you choose to have your payment made directly to an eligible IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a direct rollover to an eligible 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 eligible IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on eligible 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 an eligible 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 an eligible 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 eligible 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 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 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, 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) to a traditional IRA or another eligible employer plan, you must report the full \$10,000 as a taxable payment from the Plan. You must report the \$2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than \$200.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, an amount will be taken out of this portion of your payment for federal income tax withholding. To elect out of withholding, ask the Plan Administrator for the election form and related information.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to an eligible IRA or to an eligible employer plan that accepts rollovers. If you decide to roll over, you must contribute the amount of the payment you received to an eligible 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. The portion of your payment over to a ROTH IRA will be currently taxed to the extent it includes previously deferred income but future accrued earnings will not be taxable if received in a qualified distribution.

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 eligible 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, if the rollover is to a traditional IRA or another eligible employer plan.

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

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

If the taxable portion is rolled over to a ROTH IRA after December 31, 2007 it will be fully taxable on your income tax return for the year of such rollover.

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 sever from employment 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) 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. See IRS Form 5329 for more information on the additional 10% tax.

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

Special Tax Treatment If You Were Born before January 1, 1936. If you receive a payment from a plan qualified under section 401(a) or a section 403(a) annuity plan that can be rolled over under Part I and you do not roll it over to a traditional IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a “lump sum distribution,” it may be eligible for special tax treatment. (See also “Employer Stock or Securities”, below.) A lump sum distribution is a payment, within one year, of your entire balance under the Plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59½ or because you have severed from employment (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 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 ROTH 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.

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

If you are a designated beneficiary of a deceased employee other than a surviving spouse or an alternate payee, and any portion of a distribution from an eligible employer plan of the deceased employee is the subject of a direct trustee-to-trustee transfer to

an eligible rollover distribution. In such case the rules summarized above with respect to rollovers to eligible IRAs will generally apply to such eligible rollover distribution. For this purpose a trust maintained for your benefit will be treated in the same manner as you the extend provided in federal tax rules.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, even if you are younger than age 59½.

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions. 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) income 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 a lawyer or certified public accountant 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 retirement 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 <http://www.irs.gov/>, or by calling 1-800-TAX-FORMS.

**SUPPLEMENTAL SPECIAL TAX NOTICE
FOR DISTRIBUTIONS AFTER DECEMBER 31, 2006**

I PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER INTO AN EMPLOYER PLAN: (Effective starting 01/01/2007).

You can also roll over after-tax contributions and/or designated Roth contributions from an employer plan that is qualified under Code section 401(a), to another 401(a) plan (whether a defined contribution or defined benefit plan) or to a section 403(b) tax sheltered annuity using a direct rollover, but only if the other section 401(a) plan or 403(b) tax sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for after-tax employee contributions (plus earnings) and the designated Roth contributions (plus earnings).

You CANNOT roll over after-tax or designated Roth contributions to a governmental 457 plan.

If you want to roll over your after-tax and/or designated Roth 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 or designated Roth contributions to a Roth IRA and then roll over that amount into an employer plan.

II SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES. (Effective Starting 01/01/2007).

If you are a beneficiary other than a surviving spouse or an alternate payee, you may choose a direct rollover of non-Roth amounts to an inherited traditional IRA. You cannot roll over the payment yourself. Distributions from the inherited IRA must commence in accordance with the required minimum distribution rules applicable to beneficiaries no later than the December 31 of the year immediately following the year of the participant's death.

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 the Special Tax Notice even if you are younger than age 59½.

If the participant named a trust as her plan beneficiary and you are the beneficiary of that trust, you may be eligible to take advantage of this treatment if certain Federal tax law conditions are met. The trustee of the trust should contact the plan administrator for more information.

III ROLLOVER OF AFTER-TAX AMOUNTS FROM A 401(A) PLAN (Effective January 1, 2007).

You can rollover after-tax contributions from a qualified retirement plan to an IRA or to a defined contribution plan, defined benefit plan or TSA (403(b)) annuity, but the rollover must be a direct trustee-to-trustee rollover and the transferee plan must separately account for after-tax contributions and earnings thereon.

IV ADDITIONAL INFORMATION FOR DESIGNATED ROTH CONTRIBUTIONS (Effective Starting January 1, 2006).

If you have made designated Roth contributions to the Plan, the Roth portion of your payment is subject to special rollover rules. The Roth portion of your payment may be rolled over to a Roth IRA. The Roth portion of your payment cannot be rolled over to a traditional IRA.

Note, even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as Roth amounts and non-Roth after-tax amounts (that is, after-tax contributions and earnings that are not designated Roth contributions and earnings). If this is the case, and your distribution includes Roth amounts and/or non-Roth after-tax amounts, you may wish instead to roll your distribution over to a Roth IRA or

traditional IRA, as applicable, or split your rollover amount between the employer plan in which you will participate and a Roth IRA or traditional IRA.

- Your direct rollover of the nontaxable Roth portion of your payment to an eligible employer plan must be to the same type of plan as the Plan. That is, if the Plan is a 401(k) plan, the receiving plan must be a 401(k) plan.
- Your period of participation in the Plan's designated Roth account will carry over to the receiving plan in a direct rollover to an eligible employer plan; however, it will not carry over in a direct rollover to a Roth IRA.
- The taxable portion of your payment will be taxed later when you take it out of the Roth IRA, as applicable, 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.

For the portion of your payment that is a Roth distribution, you can roll over all or a part of the taxable and nontaxable Roth portion of your payment to your Roth IRA within 60 days after you receive the payment, but you can roll over only the taxable portion of your Roth distribution to an eligible employer plan that accepts your Roth rollover.

If you want to roll over 100% of the payment to a traditional IRA or Roth IRA, as applicable, or to 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 portion that you received, you will be taxed on the 20% of the taxable portion that was withheld and that is not rolled over.

Direct Rollover to a Roth IRA. For the Roth portion of your payment, you can open a Roth IRA to receive a direct rollover. You can make a direct rollover to a Roth IRA of both the taxable and nontaxable amounts in your Roth distribution. The income limits that generally apply to eligibility to make Roth IRA contributions do not apply to Roth rollover contributions to a Roth IRA. Your period of participation in the Plan's Roth account will not carry over in a direct rollover to a Roth IRA. Under the Roth rules, you must have at least five taxable years of participation in a Roth account in order to have a "qualified distribution" (other requirements also apply).

Direct Rollover to a Plan. Special rules apply to a direct rollover of the Roth portion of your payment. In order to roll over the nontaxable portion of your Roth distribution to an eligible employer plan, the rollover must be a direct rollover of the entire Roth distribution to an eligible employer plan that will apply your rollover to an account that meets the Roth requirements. For 2006, the eligible employer plan must be the same type of plan as the distributing plan. Effective January 1, 2007, s, you can make a direct rollover of the nontaxable portion of your Roth distribution from a 401(k) plan to another 401(k) plan or from a 403(b) plan to another 403(b) plan, or from a 401(k) plan to a 403(b) plan (but not vice versa). In a direct Roth rollover to an eligible employer plan, your period of participation in the Plan's Roth account will carry over to the recipient plan for purposes of the "five taxable year" requirement for a qualified Roth distribution.

If you want a direct rollover of your Roth account, you should ask the plan administrator if the plan will accept a Roth rollover because 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 or Roth IRA, as applicable. 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 Roth IRA, as applicable, 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.

Special rules apply to a rollover of the Roth portion of your payment. You can roll over all or a part of the taxable and nontaxable Roth portion of your payment to your Roth IRA within 60 days after you receive the payment, but you can roll over only the taxable portion of your Roth distribution to an eligible employer plan that accepts your Roth rollover. Your period of participation in the Plan's Roth account will not carry over in a rollover of the Roth portion of your payment to a Roth IRA or an eligible employer plan that accepts your Roth rollover. If your Roth distribution is not a "qualified distribution" and you do not roll over the entire amount, the portion that is rolled over will be deemed to consist first of the taxable portion of your Roth distribution.

V INVOLUNTARY DISTRIBUTION AND AUTOMATIC ROLLOVER OF PAYMENTS LESS THAN \$5,000
(Generally effective for distributions on or after March 28, 2005) (However, governmental plans had until the close of the first regular legislative session of the legislative body with the authority to amend the plan that begins on or after January 1, 2006 to apply these rules).

If your vested benefit is less than \$5,000 and you do not elect a distribution within a reasonable period of time after receiving this notice, the Plan may provide for the involuntary distribution of your benefit, which may be in the form of an automatic rollover to a traditional IRA or Roth IRA, as applicable, selected by the Plan. Please contact the Plan Administrator for further information concerning the Plan's involuntary distribution and automatic rollover provisions. If the Plan provides for automatic rollovers, the Plan Administrator will give you information concerning the traditional IRA and Roth IRA that the Plan has selected for such rollovers and the administrative fees that will be deducted from such IRA.