

Distribution of Benefits Form Instructions

You are entitled to receive a distribution from the retirement plan ("Plan") in accordance with the terms of the Plan document. This distribution is made at your election and will be made in accordance with the forms of distribution available under the Plan provided you do not fall under the Plan's involuntary cash-out provisions if applicable.

It is important that you read the Participant Distribution Notice and Special Tax Notice Regarding Plan Payments explaining your payment options including applicable tax implications before completing this form.

Distribution Reason: Please mark the reason for the distribution from the selections provided.

Participant Information: Please enter the information requested. Please be aware that if the address provided on the distribution form is different from the address on record, we will use the address on record. You may update your address on record by logging onto your account.

Beneficiary Information (If Applicable): Complete this section if you are the beneficiary of a deceased participant. The law generally restricts the ability of a retirement plan to be used as a method of retaining money for purposes of the participant's death estate. There are regulations that are designed to ensure that death benefits are distributable to beneficiaries within certain time periods. There are generally different payout time periods provided for Eligible Designated Beneficiaries vs. other beneficiaries. Please refer to the Summary Plan Description for more information on the death benefit timing rules that apply. An Eligible Designated Beneficiary is defined as the deceased employee's spouse or minor child, a disabled person, a chronically ill person, or any person not more than 10 years younger than the employee.

Alternate Payee Information (If Applicable): Complete this section if you are the alternate payee of a Qualified Domestic Relations Order (QDRO).

Distribution Options: Please specify the amount and type of payment. Please refer to the Special Tax Notice for the tax implications regarding your payment election.

Plan Loan Balance: If you have an outstanding loan balance in your account that became due and payable upon your termination of employment under the terms of the Plan's Loan Policy and the loan balance is not paid off in accordance with your plan's loan provisions, it will automatically be paid by plan offset (deducted from your account balance), which is considered a taxable distribution and may also be subject to an additional 10% federal excise tax. Please contact the Plan Administrator, if you wish to repay the outstanding loan balance prior to the time of the required loan offset under the plan's loan provisions. If you have an outstanding loan balance in your account at the time we receive your complete distribution paperwork, the entire outstanding balance of the loan will be paid by plan offset unless you have made arrangements for rollover of the loan into another employer qualified plan.

Delivery Options: Choose only one option depending on whether you elected a lump sum or rollover distribution to indicate how you would like to receive your payment. If you elect to have your distribution check delivered by overnight next business day delivery, an overnight processing fee will be deducted from your account. The overnight option applies to the delivery method only. The distribution will be processed as soon as administratively feasible upon receipt of this completed Form.

Tax Withholding: Lump-Sum Cash distributions from the Plan are subject to Federal and in some cases State income tax withholding. If you are electing a Lump-Sum Cash Distribution and would like to withhold more than the mandatory Federal income tax, please complete IRS Form W-4R. Some States require the custodian to withhold State income tax; however, if you reside in a State that allows you to waive or modify the State income tax withholding amount, please specify.

Acknowledgment: You must authorize this distribution by signing and dating this Form. Please refer to your Summary Plan Description for the involuntary cash-out and Participant consent provisions applicable under the Plan that may apply to you.

Annuity Waiver and Spousal Consent (If Applicable to the Plan): Please check with the Plan Administrator to determine if this section applies to your distribution.

Plan Administrator's Authorization: The distribution must be authorized by your Plan Administrator.

The distribution will be processed as soon as administratively feasible upon approval by the Plan Administrator. A distribution fee will be charged and deducted from your account. Please refer to the Summary Plan Description or Participant Fee Disclosure for a list of distribution fees.

Please return all pages of your completed form to:

Mail	Secure File Sharing System	Fax
Retirement Services 880 Corporate Drive, Suite 400 Lexington, KY 40503	Click Here to Upload File or go to: https://worksaveretire.sharefile.com/share/filedrop and choose Distributions Group from the drop down	859-296-0880

If you have any questions, please contact our Retirement Services toll free (888) 528-5714, M - F, 8am to 8pm ET.

Distribution of Benefits Form

The distribution will be processed as soon as administratively feasible and in accordance with the terms of your Plan document.

Distribution Reason

Termination of Employment QDRO (Attach domestic relations order) Other: _____
Retirement In-Service Withdrawal
Disability Death (Attach Death Certificate)

1. Participant Information (Please Print)

Plan Name ("Plan")

Social Security # (Last four digits required)

Date of Birth

Marital Status

Married

Unmarried

Legally Separated

Participant Name (First Name, Middle Initial, Last Name)

Address

City

State

Zip Code

Home Phone

Mobile Phone

Email Address

Beneficiary Information (Death Benefit Requests Only)

Date of Death

Beneficiary Name

Beneficiary Social Security #

Beneficiary Address

Beneficiary Date of Birth

Relationship to Decedent

Check this box if the beneficiary is a disabled or chronically ill person as defined by law.

* Attach a copy of the death certificate if not already on file.

Alternate Payee Information (QDRO Requests Only)

Alternate Payee Name

Alternate Payee Phone

Alternate Payee Address

* Attach a copy of the QDRO paperwork if not already on file.

Last Name:

2. Distribution Options (Must be completed)

Please refer to your Summary Plan Description for the involuntary cash-out and Participant consent provisions applicable under the Plan that may apply to you.

A. Lump Sum Cash Distribution: Please pay out my entire account in a lump sum distribution. Continue to Section 4 of this form.

B. Partial Lump Sum Cash Distribution: Can be elected only if available under the Plan and may be subject to other limitations.

Please pay out only a portion of my account as indicated: \$ _____ or _____ %

Check this box if you want your actual check amount to equal the \$ amount you indicated above. If this box is checked, we will gross up your distribution for the mandatory Federal and State income tax withholding plus any additional tax withholding as elected on this Form. For example, if you request a \$1,000 check and 20% Federal plus 5% State income tax withholding applies to you, your total distribution amount will be \$1,333.33 with \$333.33 withheld in income taxes for a net check of \$1,000.00. We will only gross up your distribution for income tax withholding by the amount available in your account balance to cover the gross up.

C. Rollover: Please rollover all or a portion of my account as indicated in section 3 below. It will be your responsibility to provide the Plan Administrator and Trustee with any additional information needed to facilitate the direct rollover of your distribution to an IRA or employer retirement plan. Attach additional instructions if needed. Complete section 3 below.

D. Installment Payment Option (Can be elected only if available under the Plan and may be subject to other limitations): If you elect this payment option, an Installment Payment Request form must be completed. Please contact the Plan Administrator to request the Installment Payment Request form.

E. Election to Delay Distribution (You may delay the distribution of your vested account unless a distribution is required to be made under the Plan's Involuntary cash-out provisions, the required minimum distribution requirements, or otherwise as required under the terms of the Plan): Your vested balance will remain in the Plan. You may request a distribution at a later date. Please see the Plan's SPD for more information.

F. Annuity Payment Option (Can be elected only if available under the Plan and you have a vested balance greater than \$5,000): If you elect this distribution option, it will be your responsibility to provide the Plan Administrator and Trustee with the additional information needed to facilitate the purchase of the annuity from an insurance company. You may request an illustration of the monthly annuity options available to you from the Plan Administrator.

3. Rollover Instructions (Complete if option C is elected above)

Check here if your rollover includes an outstanding loan balance that you want directly rolled into your current employer's retirement plan. You must submit a letter of acceptance with this distribution form stating the new plan will accept the loan rollover.

Pre-tax Accounts

Total Direct Rollover of 100% of my Pre-Tax account

Partial Direct Rollover of \$ _____ or _____ %

Rollover to:

Traditional IRA

Roth IRA*

My current employer's retirement plan

Inherited Traditional IRA

Inherited Roth IRA*

*If pre-tax amounts are being rolled into a Roth IRA, see the Tax Withholding section

Trustee/Custodian

Account Number

Attention (If Applicable)

Address

City

State

Zip Code

Telephone Number (Include extension)

Last Name:

3. Rollover Instructions Continued (Complete if option C is elected above)

Roth Accounts

Total Direct Rollover of 100% of my Roth account

Partial Direct Rollover of \$ _____ or _____ %

Rollover to:

Roth IRA

Inherited Roth IRA

Designated Roth Account under my current employer's retirement plan

Trustee/Custodian

Account Number

Attention (If Applicable)

Address

City

State

Zip Code

Telephone Number (Include extension)

After-Tax Accounts

This rollover election will apply only to your after-tax contributions made. Any earnings on your after-tax contributions are considered taxable income. Please use the Pre-tax Accounts section above to elect how earnings on your after-tax contributions should be distributed.

Total Direct Rollover of 100% of my After-Tax account

Partial Direct Rollover of \$ _____ or _____ %

Rollover to:

Roth IRA

Traditional IRA

Designated After-Tax Account under my current employer's retirement plan

Inherited Roth IRA

Inherited Traditional IRA

Trustee/Custodian

Account Number

Attention (If Applicable)

Address

City

State

Zip Code

Telephone Number (Include extension)

Last Name:

4. Delivery Options

Note, additional fees may apply depending on the delivery method elected below. Please refer to the Plan's fee disclosure for further information. If no election is made, a check will be mailed directly to your address on file. Your plan may require overnight delivery for checks over a certain amount. In such case, the overnight processing fee will apply.

For Lump Sum Elections Only (Select one delivery option below)

Direct Deposit to my: Checking Account Savings Account
Routing Number (first 9 digits on bottom of your check) **Account Number**

By choosing Direct Deposit I authorize my account to be debited for any overpayment made in error or any deposit made after my death. I acknowledge that a deposit made after my death or overpayment made to my account is a liability to my estate or to me personally. If the direct deposit is rejected due to incorrect or illegible information, a check will be mailed to my address on file instead.

Mail Check to me via USPS First Class to the address on file. Allow an additional 7-10 business days for mail delivery.

Mail Check overnight via FedEx to the address on file. This does not reduce the processing time. An additional overnight processing fee will be deducted from your account. Not available for delivery to P.O. Boxes.

For Rollover Elections Only (Select one delivery option below)

Wire directly to Trustee/Custodian. Please include Wiring instructions for the receiving financial institution.

Mail check to Trustee/Custodian

Mail check to Me. Note: Check will be made payable to the receiving financial institution as directed above.

5. Tax Withholding

Federal Income Tax Withholding

For U.S. Persons the minimum federal mandatory withholding rate of 20% will apply for eligible rollover amounts not directly rolled over. For non-resident aliens, the minimum federal mandatory withholding rate of 30% will apply, unless the prevailing tax treaty rate applies because you have a valid IRS Form W-8BEN on file with us. It is your responsibility to let us know if you are a nonresident alien. The distribution may also be subject to a 10% early withdrawal penalty. You should consult your tax advisor regarding the tax consequences of a withdrawal. Please refer to your "Special Tax Notice Regarding Plan Payments" for further information. If your taxable distribution is less than \$200, income tax will not be withheld.

If you want a different amount withheld in federal taxes other than the mandatory amount, please complete the attached IRS Form W-4R.

I have completed and attached IRS Form W-4R in order to request federal tax withholding that is different from the mandatory amount.

I have NOT attached IRS Form W-4R and understand the amount of federal tax withholding will be calculated at the mandatory amount.

State Income Tax Withholding

State income tax will be withheld according to your State of residence withholding requirements. If your State allows you to elect no tax withholding or allows you to modify the State tax withholding amount, please specify below.

Percentage: _____%

Dollars: \$_____

Last Name:

6. Acknowledgment

Please sign to acknowledge that you have read and understand this information.

- I hereby acknowledge that I have received and understand the "Special Tax Notice Regarding Plan Payments," "Participant Distribution Notice," and the "Summary Plan Description."
- I understand the Plan may charge a reasonable fee for the processing of the distribution.
- If I have not elected to delay distribution, I consent to the distribution of the elected portion of my vested account balance. I affirmatively waive any unexpired portion of the minimum 30-day notice period during which I may consent to a distribution from the Plan. If within 180 days following this distribution it is determined that I am eligible for an additional allocation of employer contributions, earnings or forfeitures, I hereby give my consent to have the additional distribution processed according to the instructions provided on this form. If more than 180 days have passed since I signed this form, I will be required to complete another form electing the distribution of any additional funds.
- I further acknowledge that by choosing to rollover my vested account balance to an IRA or other eligible retirement plan, the Plan's investment options may not be available under the receiving retirement arrangement and the fees may differ from those charged to me if my balance remained in the Plan. Complete information concerning available investment options and fees currently charged by the Plan is available from your Plan administrator. Consult your financial advisor for a description of investments available outside of the Plan and any applicable fees associated with them.
- If I have elected a direct rollover to another employer retirement plan, I certify that the plan to which I am having my benefits transferred is a plan eligible to receive the direct rollover and that the trustee/custodian of that plan has agreed to accept the direct rollover. I understand that it is my responsibility to provide the Plan Administrator and Trustee with any additional information necessary to facilitate the direct rollover to the above referenced IRA or employer retirement plan.
- By submitting this application, I am authorizing the Plan's custodian to liquidate the available funds in my account, if necessary, to process my distribution according to the elections I have made in this application. I further understand that if I fail to complete all the instructions explained in this application, my distribution may be placed on hold delaying the processing of my distribution.
- I acknowledge that if I select a method where two or more withdrawals apply that each withdrawal may be paid on a different business day and that the market value will be determined on the day of the withdrawal.
- I certify that no part of this distribution is subject to a Qualified Domestic Relations Order unless I am the alternate payee recipient. I further agree to return any amounts to the Plan that are determined to have been paid improperly or contrary to the terms of the Plan.
- I understand this distribution is subject to the Plan Administrator's approval and if I have changed my address recently, I may be contacted to confirm my address before the distribution can be processed.

Signature of Participant, Beneficiary, or Alternate Payee

Current Date (MM/DD/YYYY)

Last Name:

7. Annuity Waiver and Spousal Consent (If Applicable to Your Plan)

Participant's Waiver: I have read the "Explanation of Qualified Annuity Benefit Options" and SPD and understand the explanation of the Qualified Annuity Benefit and the optional forms of payment. I understand I have the right to receive payment in the form of the Qualified Annuity Benefit. I hereby voluntarily waive the Qualified Annuity Benefit and understand that I may receive less money as a result. I understand that this election may be revoked at any time before the benefit commencement date, but if revoked, a Qualified Annuity Benefit will automatically be payable under the Plan unless I again waive the Qualified Annuity Benefit. If I am married, I understand my spouse must also consent to this waiver.

Signature of Participant

Date (MM/DD/YYYY)

Spousal Consent: By signing below I hereby consent to the waiver of the Qualified Annuity Benefit. I have read the "Explanation of Qualified Annuity Benefit Options" and SPD and understand the explanation of the Qualified Annuity Benefit and other forms of benefit payment. I understand my right not to consent to my spouse's waiver of the Qualified Annuity Benefit, the time and manner of the election period, and the financial effect of the waiver of the Qualified Annuity Benefit and my consent to the waiver. I understand that if I do not sign this Distribution Form, my spouse will receive benefits from the Plan in the QJSA form. I understand that the waiver means that I may not receive any benefits under the Plan following my spouse's death. I understand my consent cannot be revoked unless my spouse revokes the waiver. I further understand that any change in the form of benefit payment elected by my spouse is subject to my consent unless my spouse elects to receive the Qualified Annuity Benefit.

Signature of Spouse

Date (MM/DD/YYYY)

Name of Spouse (Please Print)

Signature of Notary Public or Plan Administrator

My Commission Expires
(If Applicable)

The foregoing consent was signed before me on the following date:

8. Plan Administrator's Authorization (Employer/Other Representative)

See attached authorization in lieu of signature below.

Date of Termination/Retirement

Last Payroll Deduction or Final Contribution Date (if applicable)

(Required only if applicable)

(Required only if final contribution has not been deposited, a residual distribution processing fee may apply)

Hours worked this Plan Year _____ (Required only if hours are not on record)

Check here if the address provided on the participant's form is an updated address that has already been verified.

I certify that this decision has been rendered in a consistent and uniform manner to all like requests in accordance with the Plan document.

Signature of Plan Administrator

Date (MM/DD/YYYY)

Name of Plan Administrator (Please Print)

Participant Distribution Notice

This notice contains important information about the payment of your vested account balance from your employer's Retirement Plan ("Plan"). Please carefully review all materials provided to you before making an election.

Minimum Notice Period: For at least 30 days after you receive this notice, you have the right to consider whether to consent to a distribution of your vested account balance, whether to waive the annuity benefit (if applicable to your Plan) and consent to another benefit payment option, and whether to elect a direct rollover of any portion of your distribution eligible for rollover. If you sign and return the attached Form to the Plan administrator less than 30 days after you receive this notice, the Plan administrator's receipt of your signed form is *your affirmative waiver* of any unexpired portion of the minimum 30-day period and your affirmative election of a distribution or a direct rollover. If you affirmatively elect a benefit payment option other than the annuity benefit (if applicable to your Plan), you have the right to revoke that election until the annuity starting date or if later, for at least 7 days after you receive this notice. If the annuity benefit is applicable to your Plan, the Plan may not commence distributions prior to the 8th day after you receive this notice.

Right to Delay Distribution: If your vested account balance exceeds the Plan's cash out limit and you have not reached the later of the Plan's normal retirement age, age 62, or such date as permitted by the Plan, you have the right to delay distribution until at least the later of the Plan's normal retirement age, age 62, or such date as permitted by the Plan. If you delay your election, your vested account balance will be subject to adjustment for investment gains or losses. Because of the investment performance of the trust fund, the amount the Plan ultimately pays you at your postponed distribution date could be more or less than the value of your vested account balance described as of the date of this notice. If you do not affirmatively elect to delay your distribution and a distribution has not been elected, then the Administrator will treat your failure as an election to delay your distribution until you are required to take a distribution under the Plan. Unless the Plan imposes a restriction on the timing of your distribution, you may revoke your election to delay distribution and receive a distribution in accordance with the Plan. If you decide to take a distribution, you may be subject to immediate federal and state income tax, a possible 10% penalty for distribution prior to age 59½, and you will lose the opportunity to accumulate earnings on your account on a tax-deferred basis (tax-free for Roth contributions) unless you roll over the distribution to an IRA or other eligible retirement plan. This means that by taking the distribution now, you could end up with a much lower retirement income than if you leave the assets in the Plan to build tax-deferred (tax-free for Roth contributions) for your retirement. If you are less than 100% vested in your account balance, and you elect distribution before you have incurred five consecutive breaks in service, known under the Plan as a "cash-out distribution," this results in the forfeiture of the non-vested portion of your account balance. Your election of a cash-out distribution is a consent to this forfeiture. If you return to employment with the employer before your fifth consecutive break in service, the Plan must provide you not less than a 5-year period during which you may repay the entire amount of your cash-out distribution and restore your forfeited non-vested account balance. Please consult the Plan's SPD to better understand what, if any, benefits could be lost as a result of electing a distribution.

Benefit Options and Financial Effect: Please refer to your Summary Plan Description to determine your optional forms of benefit. A lump-sum payment means you receive a single payment of the distribution amount. A partial lump-sum payment means you receive a portion of the distribution amount leaving the rest of your account balance in the Plan which will be subject to gain or loss in the same manner as other trust fund assets. Generally, a lump-sum or partial lump-sum payment is included in your income and taxed in the year of the distribution. Most lump-sum payments are eligible rollover distributions and would, therefore, be subject to the 20% withholding rules unless directly rolled over to another plan or IRA. A direct rollover means the Plan pays the distribution amount directly to another plan or to an IRA. See the Special Tax Notice included with your package. Periodic or installment payments are payments distributed to you in any amount you choose at intervals that you determine within limits set by the trustee or custodian. For example, the payments could be paid to you annually, semiannually, quarterly, or monthly. The payment schedule you choose cannot be longer than your single life expectancy or, if you have a beneficiary named, the joint life expectancy of you and your beneficiary. Generally, each periodic payment will be included in your income in the year in which you receive it. If you elect periodic or installment payments directly from the Plan, your account balance will be subject to gain or loss in the same manner as other trust fund assets. Therefore, the total amount the trust pays to you could be more or less than the current value of your account. Installment payments for a period of less than 10 years are generally eligible rollover distributions and would, therefore, be subject to the 20 percent withholding rules unless directly rolled over to another plan or IRA. Also see the Explanation of Qualified Annuity Benefit Options (Applicable only for retirement plans that are subject to the Qualified Joint and Survivor Annuity (QJSA) and Qualified Pre-retirement Survivor Annuity (QPSA) requirements).

Potential Investments and Fees: Some investment choices under the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment-related fees) outside the Plan may be different from fees and expenses that apply to your Plan account. Please contact the Plan Administrator to obtain additional information on (1) available investment options and associated fees in the Plan (2) the general availability and costs outside the Plan of the Plan's currently available investment options and (3) the fees and expenses which apply to your account. Your Plan may also assess certain fees to your account after termination of employment. Please refer to the Summary Plan Description for more information.

Further Information:

If you have any questions regarding the information provided in this notice or any form included with your distribution package, please contact the Plan Administrator whose contact information can be found within the Plan's Summary Plan Description.

Special Tax Notice Regarding Plan Payments

I. Your Rollover Options

This Notice is provided to you by the Plan Administrator because all or a portion of a payment you are receiving from the Retirement Plan (the "Plan") and some of the distribution may be eligible to be rolled over to an IRA, Roth IRA or an employer plan. This notice is a legally mandated description of the tax consequences that is intended to help you decide whether or not to make a rollover (or partial rollover).

II. Information for Payments Not From a Designated Roth Account

This section of the notice describes the rollover rules that apply to payments from the Plan that are not from a designated Roth account (a type of account in some employer plans that is subject to special tax rules). If you also receive a payment from a designated Roth account in the Plan, please refer to Section III. The Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a plan are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

General Information About Rollovers

How can a rollover affect my taxes: You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59½ and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (generally, distributions made before age 59½), unless an exception applies. However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59½ (or if an exception to the 10% additional income tax applies).

What types of retirement accounts and plans may accept my rollover: You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, IRAs are not subject to spousal consent rules, and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

How do I do a rollover: There are two ways to do a rollover. You can do either a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment directly to your IRA or an employer plan. You should contact the IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit into an IRA or eligible employer plan that will accept it. Generally, you will have 60 days after you receive the payment to make the deposit. If you do not do a direct rollover, the Plan is required to withhold 20% of the payment for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover, you must use other funds to make up for the 20% withheld. If you do not roll over the entire amount of the payment, the portion not rolled over will be taxed and will be subject to the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

How much may I rollover: If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the joint lives or joint life expectancies of you and your beneficiary);
- Required minimum distributions after age 70½ (if you were born before July 1, 1949), after age 72 (if you were born after June 30, 1949), or after death;
- Hardship distributions;
- Payments of employee stock ownership plan (ESOP) dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends);
- Cost of life insurance paid by the Plan;
- Payments of certain automatic enrollment contributions that you request to withdraw within 90 days of your first contribution;
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there generally will be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA); and
- Distributions of certain premiums for health and accident insurance.

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions: If you are under age 59½, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. This tax applies to the part of the distribution that you must include in income and is in addition to the regular income tax on the payment not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation;
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the joint lives or joint life expectancies of you and your beneficiary);
- Payments from a governmental plan made after you separate from service if you are a qualified public safety employee and you will be at least age 50 in the year of the separation;
- Payments made due to disability;
- Payments after your death;
- Payments of ESOP dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Cost of life insurance paid by the Plan;
- Payments made directly to the government to satisfy a federal tax levy;
- Payments made under a qualified domestic relations order (QDRO);
- Payments of up to \$5,000 made to you from a defined contribution plan if the payment is a qualified birth or adoption distribution;
- Payments up to the amount of your deductible medical expenses (without regard to whether you itemize deductions for the taxable year);
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days;
- Payments of certain automatic enrollment contributions that you request to withdraw within 90 days of your first contribution;
- Payments excepted from the additional income tax by federal legislation relating to certain emergencies and disasters; and
- Phased retirement payments made to federal employees.

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA: If you receive a payment from an IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions on the part of the distribution that you must include in income, unless an exception applies. In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions listed above for early distributions from a plan. However, there are a few differences for payments from an IRA, including:

- The exception for payments made after you separate from service if you will be at least age 55 in the year of the separation (or age 50 for qualified public safety employees) does not apply;
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA of a spouse or former spouse); and
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.

Additional exceptions apply for payments from an IRA, including:

- Payments for qualified higher education expenses;
- Payments up to \$10,000 used in a qualified first-time home purchase; and
- Payments for health insurance premiums after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes: This notice does not address any State or local income tax rules (including withholding rules).

Special Rules and Options

If your payment includes after-tax contributions: After-tax contributions included in a payment are not taxed. If you receive a partial payment of your total benefit, an allocable portion of your after-tax contributions is included in the payment, so you cannot take a payment of only after-tax contributions. However, if you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in the payment. In addition, special rules apply when you do a rollover, as described below.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs). If you do a direct rollover of only a portion of the amount paid from the Plan and at the same time the rest is paid to you, the portion rolled over consists first of the amount that would be taxable if not rolled over. For example, assume you are receiving a distribution of \$12,000, of which \$2,000 is after-tax contributions. In this case, if you directly roll over \$10,000 to an IRA that is not a Roth IRA, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions. If you do a direct rollover of the entire amount paid from the Plan to two or more destinations at the same time, you can choose which destination receives the after-tax contributions.

Similarly, if you do a 60-day rollover to an IRA of only a portion of a payment made to you, the portion rolled over consists first of the amount that would be taxable if not rolled over. For example, assume you are receiving a distribution of \$12,000, of which \$2,000 is after-tax contributions, and no part of the distribution is directly rolled over. In this case, if you roll over \$10,000 to an IRA that is not a Roth IRA in a 60-day rollover, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions.

You may roll over to an employer plan all of a payment that includes after-tax contributions, but only through a direct rollover (and only if the receiving plan separately accounts for after-tax contributions and is not a governmental section 457(b) plan). You can do a 60-day rollover to an employer plan of part of a payment that includes after-tax contributions, but only up to the amount of the payment that would be taxable if not rolled over.

If you miss the 60-day rollover deadline: Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. Under certain circumstances, you may claim eligibility for a waiver of the 60-day rollover deadline by making a written self-certification. Otherwise, to apply for a waiver from the IRS, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590-A, *Contributions to Individual Retirement Arrangements (IRAs)*.

If your payment includes employer stock that you do not roll over: If you do not do a rollover, you can apply a special rule to payments of employer stock (or other employer securities) that are either attributable to after-tax contributions or paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock will not be taxed when distributed from the Plan and will be taxed at capital gain rates when you sell the stock. Net unrealized appreciation is generally the increase in the value of employer stock after it was acquired by the Plan. If you do a rollover for a payment that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the payment), the special rule relating to the distributed employer stock will not apply to any subsequent payments from the IRA or, generally, the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you have an outstanding loan that is being offset: If you have an outstanding loan from the Plan, your Plan benefit may be offset by the outstanding amount of the loan, typically when your employment ends. The offset amount is treated as a distribution to you at the time of the offset. Generally, you may roll over all or any portion of the offset amount. Any offset amount that is not rolled over will be taxed (including the 10% additional income tax on early distributions, unless an exception applies). You may roll over offset amounts to an IRA or an employer plan (if the terms of the employer plan permit the plan to receive plan loan offset rollovers).

How long you have to complete the rollover depends on what kind of plan loan offset you have. If you have a qualified plan loan offset, you will have until your tax return due date (including extensions) for the tax year during which the offset occurs to complete your rollover. A qualified plan loan offset occurs when a plan loan in good standing is offset because your employer plan terminates, or because you sever from employment. If your plan loan offset occurs for any other reason (such as a failure to make level loan repayments that results in a deemed distribution), then you have 60 days from the date the offset occurs to complete your rollover.

If you were born on or before January 1, 1936: If you were born on or before January 1, 1936 and receive a lump sum distribution that you do not roll over, special rules for calculating the amount of the tax on the payment might apply to you. For more information, see IRS Publication 575, *Pension and Annuity Income*.

If your payment is from a governmental section 457(b) plan: If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you do not do a rollover, you will not have to pay the 10% additional income tax on early distributions from the Plan even if you are under age 59½ (unless the payment is from a separate account holding rollover contributions that were made to the Plan from a tax-qualified plan, a section 403(b) plan, or an IRA). However, if you do a rollover to an IRA or to an employer plan that is not a governmental section 457(b) plan, a later distribution made before age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). Other differences include that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

If you are an eligible retired public safety officer and your payment is used to pay for health coverage or qualified long-term care insurance: If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income Plan payments paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of \$3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you roll over your payment to a Roth IRA: If you roll over a payment from the Plan to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. In general, the 10% additional income tax on early distributions will not apply. However, if you take the amount rolled over out of the Roth IRA within the 5-year period that begins on January 1 of the year of the rollover, the 10% additional income tax will apply (unless an exception applies).

If you roll over the payment to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59½ (or after your death or disability, or as a qualified first-time homebuyer distribution of up to \$10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies). You do not have to take required minimum distributions from a Roth IRA during your lifetime. For more information, see IRS Publication 590-A, *Contributions to Individual Retirement Arrangements (IRAs)*, and IRS Publication 590-B, *Distributions from Individual Retirement Arrangements (IRAs)*.

If you do a rollover to a designated Roth account in the Plan: You cannot roll over a distribution to a designated Roth account in another employer's plan. However, you can roll the distribution over into a designated Roth account in the distributing Plan. If you roll over a payment from the Plan to a designated Roth account in the Plan, the amount of the payment rolled over (reduced by any after-tax amounts directly rolled over) will be taxed. In general, the 10% additional income tax on early distributions will not apply. However, if you take the amount rolled over out of the Roth IRA within the 5-year period that begins on January 1 of the year of the rollover, the 10% additional income tax will apply (unless an exception applies).

If you roll over the payment to a designated Roth account in the Plan, later payments from the designated Roth account that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a designated Roth account is a payment made both after you are age 59½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying this 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you made a direct rollover to a designated Roth account in the Plan from a designated Roth account in a plan of another employer, the 5-year period begins on January 1 of the year you made the first contribution to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the plan of the other employer. Payments from the designated Roth account that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies).

If you are not a Plan participant: Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution generally will be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you were born on or before January 1, 1936" applies only if the deceased participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to an IRA, you may treat the IRA as your own or as an inherited IRA.

An IRA you treat as your own is treated like any other IRA of yours, so that payments made to you before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies) and required minimum distributions from your IRA do not have to start until after you are age 70½ (if you were born before July 1, 1949) or age 72 (if you were born after June 30, 1949).

If you treat the IRA as an inherited IRA, payments from the IRA will not be subject to the 10% additional income tax on early distributions. However, if the participant had started taking required minimum distributions, you will have to receive required minimum distributions from the inherited IRA. If the participant had not started taking required minimum distributions from the Plan, you will not have to start receiving required minimum distributions from the inherited IRA until the year the participant would have been age 70½ (if the participant was born before July 1, 1949) or age 72 (if the participant was born after June 30, 1949).

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited IRA. Payments from the inherited IRA will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited IRA.

Payments under a QDRO. If you are the spouse or former spouse of the participant who receives a payment from the Plan under a QDRO, you generally have the same options and the same tax treatment that the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it). However, payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien: If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, *U.S. Tax Guide for Aliens*, and IRS Publication 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*.

Other special rules: If a payment is one in a series of payments for less than 10 years, your choice whether to do a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year are less than \$200 (not including payments from a designated Roth account in the Plan), the Plan is not required to allow you to do a direct rollover and is not required to withhold federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout of more than \$1,000 (not including payments from a designated Roth account in the Plan) will be directly rolled over to an IRA chosen by the Plan administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information on special rollover rights related to the U.S. Armed Forces, see IRS Publication 3, *Armed Forces' Tax Guide*. You also may have special rollover rights if you were affected by a federally declared disaster (or similar event), or if you received a distribution on account of a disaster. For more information on special rollover rights related to disaster relief, see the IRS website at www.irs.gov.

III. Information for Payments From a Designated Roth Account

This section of the Notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, please refer to section II. The Plan Administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a designated Roth account are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

General Information about Rollovers

How can a rollover affect my taxes: After-tax contributions included in a payment from a designated Roth account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your designated Roth account, the payment will include an allocable portion of the earnings in your designated Roth account.

If the payment from the Plan is not a qualified distribution and you do not do a rollover to a Roth IRA or a designated Roth account in an employer plan, you will be taxed on the portion of the payment that is earnings. If you are under age 59½, a 10% additional income tax on early distributions (generally, distributions made before age 59½) will also apply to the earnings (unless an exception applies). However, if you do a rollover, you will not have to pay taxes currently on the earnings and you will not have to pay taxes later on payments that are qualified distributions.

If the payment from the Plan is a qualified distribution, you will not be taxed on any part of the payment even if you do not do a rollover. If you do a rollover, you will not be taxed on the amount you roll over and any earnings on the amount you roll over will not be taxed if paid later in a qualified distribution.

A qualified distribution from a designated Roth account in the Plan is a payment made after you are age 59½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you did a direct rollover to a designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan.

What types of retirement accounts and plans may accept my rollover: You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a designated Roth account in an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457 plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, Roth IRAs are not subject to spousal consent rules, and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

- If you do a rollover to a Roth IRA, all of your Roth IRAs will be considered for purposes of determining whether you have satisfied the 5-year rule (counting from January 1 of the year for which your first contribution was made to any of your Roth IRAs).
- If you do a rollover to a Roth IRA, you will not be required to take a distribution from the Roth IRA during your lifetime and you must keep track of the aggregate amount of the after-tax contributions in all of your Roth IRAs (in order to determine your taxable income for later Roth IRA payments that are not qualified distributions).
- Eligible rollover distributions from a Roth IRA can only be rolled over to another Roth IRA.

How do I do a rollover: There are two ways to do a rollover. You can either do a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment directly to your Roth IRA or designated Roth account in an employer plan. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit (generally within 60 days) into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you at the same time, the portion directly rolled over consists first of earnings.

If you do not do a direct rollover and the payment is not a qualified distribution, the Plan is required to withhold 20% of the earnings for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover to a Roth IRA, you must use other funds to make up for the 20% withheld.

How much may I roll over: If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the joint lives or joint life expectancies of you and your beneficiary);
- Required minimum distributions after age 70½ (if you were born before July 1, 1949), after age 72 (if you were born after June 30, 1949), or after death;
- Hardship distributions;
- Payments of employee stock ownership plan (ESOP) dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends);
- Cost of life insurance paid by the Plan;
- Payments of certain automatic enrollment contributions that you request to withdraw within 90 days of your first contribution; and
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there generally will be adverse tax consequences if S corporation stock is held by an IRA); and
- Distributions of certain premiums for health and accident insurance.

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions: If a payment is not a qualified distribution and you are under age 59½, you will have to pay the 10% additional income tax on early distributions with respect to the earnings allocated to the payment that you do not roll over (including amounts withheld for income tax), unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the earnings not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation;
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the joint lives or joint life expectancies of you and your beneficiary);
- Payments from a governmental plan made after you separate from service if you are a qualified public safety employee and you will be at least age 50 in the year of the separation;
- Payments made due to disability;
- Payments after your death;
- Payments of ESOP dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Cost of life insurance paid by the Plan;
- Payments made directly to the government to satisfy a federal tax levy;
- Payments made under a qualified domestic relations order (QDRO);
- Payments of up to \$5,000 made to you from a defined contribution plan if the payment is a qualified birth or adoption distribution;
- Payments up to the amount of your deductible medical expenses (without regard to whether you itemize deductions for the taxable year);
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days;
- Payments of certain automatic enrollment contributions that you request to withdraw within 90 days of your first contribution; and
- Payments excepted from the additional income tax by federal legislation relating to certain emergencies and disasters.

If I do a rollover to a Roth IRA, will the 10% additional income tax apply to early distributions from the IRA: If you receive a payment from a Roth IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions on the earnings paid from the Roth IRA, unless an exception applies or the payment is a qualified distribution. In general, the exceptions to the 10% additional income tax for early distributions from a Roth IRA listed above are the same as the exceptions for early distributions from a plan. However, there are a few differences for payments from a Roth IRA, including:

- The exception for payments made after you separate from service if you will be at least age 55 in the year of the separation (or age 50 for qualified public safety employees) does not apply;
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to a Roth IRA of a spouse or former spouse); and
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.

Additional exceptions apply for payments from an IRA, including:

- Payments for qualified higher education expenses;

- Payments up to \$10,000 used in a qualified first-time home purchase; and
- Payments for health insurance premiums after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes: This notice does not address any State or local income tax rules (including withholding rules)

Special Rules and Options

If you miss the 60-day rollover deadline: Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. Under certain circumstances, you may claim eligibility for a waiver of the 60-day rollover deadline by making a written self-certification. Otherwise, to apply for a waiver from the IRS, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590-A, *Contributions to Individual Retirement Arrangements (IRAs)*.

If your payment includes employer stock that you do not roll over: If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or, generally, the Plan. Net unrealized appreciation is generally the increase in the value of the employer stock after it was acquired by the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you receive a payment that is a qualified distribution that includes employer stock and you do not roll it over, your basis in the stock (used to determine gain or loss when you later sell the stock) will equal the fair market value of the stock at the time of the payment from the Plan.

If you have an outstanding loan that is being offset: If you have an outstanding loan from the Plan, your Plan benefit may be offset by the outstanding amount of the loan, typically when your employment ends. The offset amount is treated as a distribution to you at the time of the offset. Generally, you may roll over all or any portion of the offset amount. If the distribution attributable to the offset is not a qualified distribution and you do not roll over the offset amount, you will be taxed on any earnings included in the distribution (including the 10% additional income tax on early distributions, unless an exception applies). You may roll over the earnings included in the loan offset to a Roth IRA or designated Roth account in an employer plan (if the terms of the employer plan permit the plan to receive plan loan offset rollovers). You may also roll over the full amount of the offset to a Roth IRA.

How long you have to complete the rollover depends on what kind of plan loan offset you have. If you have a qualified plan loan offset, you will have until your tax return due date (including extensions) for the tax year during which the offset occurs to complete your rollover. A qualified plan loan offset occurs when a plan loan in good standing is offset because your employer plan terminates, or because you sever from employment. If your plan loan offset occurs for any other reason (such as a failure to make level repayments that results in a deemed distribution), then you have 60 days from the date the offset occurs to complete your rollover.

If you receive a nonqualified distribution and you were born on or before January 1, 1936: If you were born on or before January 1, 1936, and receive a lump sum distribution that is not a qualified distribution and that you do not roll over, special rules for calculating the amount of the tax on the earnings in the payment might apply to you. For more information, see IRS Publication 575, *Pension and Annuity Income*.

If your payment is from a governmental section 457(b) plan: If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you receive a payment that is not a qualified distribution and you do not roll it over, you will not have to pay the 10% additional income tax on early distributions with respect to the earnings allocated to the payment that you do not roll over, even if you are under age 59½ (unless the payment is from a separate account holding rollover contributions that were made to the Plan from a tax-qualified plan, a section 403(b) plan, or an IRA). However, if you do a rollover to an IRA or to an employer plan that is not a governmental section 457(b) plan, a later distribution that is not a qualified distribution made before age 59½ will be subject to the 10% additional income tax on earnings allocated to the payment (unless an exception applies). Other differences include that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

If you receive a nonqualified distribution, are an eligible retired public safety officer, and your payment is used to pay for health coverage or qualified long-term care insurance: If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income nonqualified distributions paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of \$3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you are not a Plan participant: Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution generally will be taxed in the same manner described elsewhere in this notice. However, whether the payment is a qualified distribution generally depends on when the participant first made a contribution to the designated Roth account in the Plan. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you receive a nonqualified distribution and you were born on or before January 1, 1936" applies only if the deceased participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA.

A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies).

If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½ (if the participant was born before July 1, 1949) or age 72 (if the participant was born after June 30, 1949).

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited Roth IRA. Payments from the inherited Roth IRA, even if made in a nonqualified distribution, will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited Roth IRA.

Payments under a QDRO. If you are the spouse or a former spouse of the participant who receives a payment from the Plan under a QDRO, you generally have the same options and the same tax treatment that the participant would have (for example, you may roll over the payment to your own Roth IRA or to a designated Roth account in an eligible employer plan that will accept it).

If you are a nonresident alien: If you are a nonresident alien, you do not do a direct rollover to a U.S. IRA or U.S. employer plan, and the payment is not a qualified distribution, the Plan is generally required to withhold 30% (instead of withholding 20%) of the earnings for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, *U.S. Tax Guide for Aliens*, and IRS Publication 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*.

Other special rules: If a payment is one in a series of payments for less than 10 years, your choice whether to do a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year (only including payments from the designated Roth account in the Plan) are less than \$200, the Plan is not required to allow you to do a direct rollover and is not required to withhold federal income taxes. However, you can do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout from the designated Roth account in the Plan of more than \$1,000 will be directly rolled over to a Roth IRA chosen by the Plan administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information on special rollover rights related to the U.S. Armed Forces, see IRS Publication 3, *Armed Forces' Tax Guide*. You also may have special rollover rights if you were affected by a federally declared disaster (or similar event), or if you received a distribution on account of a disaster. For more information on special rollover rights related to disaster relief, see the IRS website at www.irs.gov.

IV. More Information

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, *Pension and Annuity Income*; IRS Publication 590-A, *Contributions to Individual Retirement Arrangements (IRAs)*; IRS Publication 590-B, *Distributions from Individual Retirement Arrangements (IRAs)*; and IRS Publication 571, *Tax-Sheltered Annuity Plans (403(b) Plans)*. These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

Explanation of Qualified Annuity Benefit Options

Applicable only for retirement plans that are subject to the Qualified Joint and Survivor Annuity (QJSA) and Qualified Pre-retirement Survivor Annuity (QPSA)

Federal pension laws require that your pension distribution be paid in the form of a “qualified joint and survivor annuity” unless: 1) the lump sum value of your vested benefit under this Plan is \$5,000.00 or less; or 2) you and your spouse elect before the benefit commencement date to waive that form of payment. Furthermore, your spouse must acknowledge an understanding of the effect of this election and the Plan Administrator or a notary public must witness your spouse’s signature. To be treated as a spouse for this purpose, the Plan may require the Participant be married throughout the one-year period ending on the earlier of the annuity starting date or the date of the Participant’s Death. Refer to the Summary Plan Description for details.

If you are married, the Qualified Annuity Benefit is a joint and survivor annuity or qualified optional survivor annuity (“QOSA”), depending on your election. A joint and survivor annuity is a level monthly payment for your life and, if your spouse survives you, a level monthly payment for your spouse equal to at least 50% (but not more than 100%) of the monthly amount payable during your joint lives. As an alternative to the joint and survivor annuity, you may elect to receive the Qualified Annuity Benefit in the form of a QOSA. A QOSA is a level monthly payment for your life, and if your spouse survives you, a level monthly payment for your spouse after your death of either 75% or 50% depending on the amount of the survivor annuity under the QJSA. The larger the survivor annuity, the smaller your monthly payments will be. The Plan Administrator, upon request, will provide you with a calculation of this adjustment.

If you are not married, the Qualified Annuity Benefit is a life annuity. A life annuity is a level monthly payment for your lifetime, with the monthly payments stopping upon your death.

These annuity payments (either single life or joint lives annuity) are guaranteed for your lifetime and, if you are married, your spouse’s lifetime.

The Trustee will satisfy the Qualified Annuity Benefit, by using your Vested Account Balance to purchase an annuity contract from an insurance company. The Trustee then will distribute the contract to you as evidence of your right to receive the annuity payments from the insurance company. The actual level monthly payments made under the annuity contract will depend on the annuity purchase rates used by the insurance company, your age and, if you are married, your spouse’s age at the time the distribution begins, and the amount of your Vested Account Balance at the time the Trustee purchases the annuity contract. The Trustee will charge your account for the cost incurred incident to the purchase of the annuity contract.

To determine the approximate equal monthly payments, you will receive under the joint and survivor annuity, divide your vested account balance by the annuity factor below that is closest to your situation. Determine your age and, if you are married, your spouse’s age as of the birth date nearest the annuity starting date. If none of the examples is close to your situation, you may obtain a more accurate factor from your Plan administrator.

These annuity factors you see below are based on the UP-1984 mortality tables, at a 6% rate. The insurance company from which the Trustee purchases the joint and survivor annuity contract may use different factors. Different factors will produce a different monthly payment.

Annuity Factor Table for Married Participants		
If your age is...	And your spouse's age is...	Your 50% annuity factor is:
55	50	154.6548
55	55	151.8828
55	60	149.2920
60	55	142.4040
60	60	139.0560
60	65	136.0044
65	60	128.4996
65	65	124.5936
65	70	121.1556
70	65	113.4312
70	70	109.0896
70	75	105.3240

Annuity Factor Table for Unmarried Participants	
If your age is...	Your annuity factor is:
50	153.16
52	148.45
54	143.49
55	140.93
57	135.59
59	130.02
60	127.15
61	124.23
62	121.26
63	118.25
64	115.21
65	112.14
66	109.07
68	102.91
70	96.69

For example, if you and your spouse both are 65 and your vested balance is \$10,000.00, your approximate monthly payment under the joint and 50% survivor annuity is \$80.26: **\$10,000.00 divided by 124.5936 = \$80.26**

If you die, your surviving spouse will receive \$40.13 (half of \$80.26) per month for his/her life.

If you elect to waive the qualified joint and survivor annuity form of payment and your spouse consents, your benefits will be distributed in accordance to the terms of the Plan in an alternative method. The alternative methods of payments are outlined in the Summary Plan Description.

Withholding Certificate for Nonperiodic Payments and Eligible Rollover Distributions

Department of the Treasury
Internal Revenue Service

Give Form W-4R to the payer of your retirement payments.

2023

1a First name and middle initial	Last name	1b Social security number
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Address

City or town, state, and ZIP code

Your withholding rate is determined by the type of payment you will receive.

- For nonperiodic payments, the default withholding rate is 10%. You can choose to have a different rate by entering a rate between 0% and 100% on line 2. Generally, you can't choose less than 10% for payments to be delivered outside the United States and its territories.
- For an eligible rollover distribution, the default withholding rate is 20%. You can choose a rate greater than 20% by entering the rate on line 2. You may not choose a rate less than 20%.

See page 2 for more information.

2 Complete this line if you would like a rate of withholding that is different from the default withholding rate. See the instructions on page 2 and the Marginal Rate Tables below for additional information. Enter the rate as a whole number (no decimals)	2	%
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Sign Here	Your signature (This form is not valid unless you sign it.)	Date
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General Instructions

Section references are to the Internal Revenue Code.

Future developments. For the latest information about any future developments related to Form W-4R, such as legislation enacted after it was published, go to www.irs.gov/FormW4R.

Purpose of form. Complete Form W-4R to have payers withhold the correct amount of federal income tax from your nonperiodic payment or eligible rollover distribution from an employer retirement plan, annuity (including a commercial annuity), or individual retirement arrangement (IRA). See page 2 for the rules and options that are available for each type of payment. Don't use Form W-4R for periodic payments (payments made in installments at regular

intervals over a period of more than 1 year) from these plans or arrangements. Instead, use Form W-4P, Withholding Certificate for Periodic Pension or Annuity Payments. For more information on withholding, see Pub. 505, Tax Withholding and Estimated Tax.

Caution: If you have too little tax withheld, you will generally owe tax when you file your tax return and may owe a penalty unless you make timely payments of estimated tax. If too much tax is withheld, you will generally be due a refund when you file your tax return. Your withholding choice (or an election not to have withholding on a nonperiodic payment) will generally apply to any future payment from the same plan or IRA. Submit a new Form W-4R if you want to change your election.

2023 Marginal Rate Tables

You may use these tables to help you select the appropriate withholding rate for this payment or distribution. Add your income from all sources and use the column that matches your filing status to find the corresponding rate of withholding. See page 2 for more information on how to use this table.

Single or Married filing separately		Married filing jointly or Qualifying surviving spouse		Head of household	
<i>Total income over—</i>	Tax rate for every dollar more	<i>Total income over—</i>	Tax rate for every dollar more	<i>Total income over—</i>	Tax rate for every dollar more
\$0	0%	\$0	0%	\$0	0%
13,850	10%	27,700	10%	20,800	10%
24,850	12%	49,700	12%	36,500	12%
58,575	22%	117,150	22%	80,650	22%
109,225	24%	218,450	24%	116,150	24%
195,950	32%	391,900	32%	202,900	32%
245,100	35%	490,200	35%	252,050	35%
591,975*	37%	721,450	37%	598,900	37%

* If married filing separately, use \$360,725 instead for this 37% rate.

General Instructions (continued)

Nonperiodic payments—10% withholding. Your payer must withhold at a default 10% rate from the taxable amount of nonperiodic payments **unless** you enter a different rate on line 2. Distributions from an IRA that are payable on demand are treated as nonperiodic payments. Note that the default rate of withholding may not be appropriate for your tax situation. You may choose to have no federal income tax withheld by entering “-0-” on line 2. See the specific instructions below for more information. Generally, you are not permitted to elect to have federal income tax withheld at a rate of less than 10% (including “-0-”) on any payments to be delivered outside the United States and its territories.

Note: If you don’t give Form W-4R to your payer, you don’t provide an SSN, or the IRS notifies the payer that you gave an incorrect SSN, then the payer must withhold 10% of the payment for federal income tax and can’t honor requests to have a lower (or no) amount withheld. Generally, for payments that began before 2023, your current withholding election (or your default rate) remains in effect unless you submit a Form W-4R.

Eligible rollover distributions—20% withholding. Distributions you receive from qualified retirement plans (for example, 401(k) plans and section 457(b) plans maintained by a governmental employer) or tax-sheltered annuities that are eligible to be rolled over to an IRA or qualified plan are subject to a 20% default rate of withholding on the taxable amount of the distribution. You can’t choose withholding at a rate of less than 20% (including “-0-”). Note that the default rate of withholding may be too low for your tax situation. You may choose to enter a rate higher than 20% on line 2. Don’t give Form W-4R to your payer unless you want more than 20% withheld.

Note that the following payments are **not** eligible rollover distributions: (a) qualifying “hardship” distributions, and (b) distributions required by federal law, such as required minimum distributions. See Pub. 505 for details. See also *Nonperiodic payments—10% withholding* above.

Payments to nonresident aliens and foreign estates. Do not use Form W-4R. See Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities, and Pub. 519, U.S. Tax Guide for Aliens, for more information.

Tax relief for victims of terrorist attacks. If your disability payments for injuries incurred as a direct result of a terrorist attack are not taxable, enter “-0-” on line 2. See Pub. 3920, Tax Relief for Victims of Terrorist Attacks, for more details.

Specific Instructions

Line 1b

For an estate, enter the estate’s employer identification number (EIN) in the area reserved for “Social security number.”

Line 2

More withholding. If you want more than the default rate withheld from your payment, you may enter a higher rate on line 2.

Less withholding (nonperiodic payments only). If permitted, you may enter a lower rate on line 2 (including “-0-”) if you want less than the 10% default rate withheld from your payment. If you have already paid, or plan to pay, your tax on this payment through other withholding or estimated tax payments, you may want to enter “-0-”.

Suggestion for determining withholding. Consider using the Marginal Rate Tables on page 1 to help you select the appropriate withholding rate for this payment or distribution. The tables are most accurate if the appropriate amount of tax on all other sources of income, deductions, and credits has been paid through other withholding or estimated tax payments. If the appropriate amount of tax on those sources of income has not been paid through other withholding or estimated tax payments, you can pay that tax through withholding on this payment by entering a rate that is greater than the rate in the Marginal Rate Tables.

The marginal tax rate is the rate of tax on each additional dollar of income you receive above a particular amount of income. You can use the table for your filing status as a guide to find a rate of withholding for amounts above the total income level in the table.

To determine the appropriate rate of withholding from the table, do the following. Step 1: Find the rate that corresponds with your total income not including the payment. Step 2: Add your total income and the taxable amount of the payment and find the corresponding rate.

If these two rates are the same, enter that rate on line 2. (See *Example 1* below.)

If the two rates differ, multiply (a) the amount in the lower rate bracket by the rate for that bracket, and (b) the amount in the higher rate bracket by the rate for that bracket. Add these two numbers; this is the expected tax for this payment. To get the rate to have withheld, divide this amount by the taxable amount of the payment. Round up to the next whole number and enter that rate on line 2. (See *Example 2* below.)

If you prefer a simpler approach (but one that may lead to overwithholding), find the rate that corresponds to your total income including the payment and enter that rate on line 2.

Examples. Assume the following facts for *Examples 1* and *2*. Your filing status is single. You expect the taxable amount of your payment to be \$20,000. Appropriate amounts have been withheld for all other sources of income and any deductions or credits.

Example 1. You expect your total income to be \$60,000 without the payment. Step 1: Because your total income without the payment, \$60,000, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. Step 2: Because your total income with the payment, \$80,000, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. Because these two rates are the same, enter “22” on line 2.

Example 2. You expect your total income to be \$42,500 without the payment. Step 1: Because your total income without the payment, \$42,500, is greater than \$24,850 but less than \$58,575, the corresponding rate is 12%. Step 2: Because your total income with the payment, \$62,500, is greater than \$58,575 but less than \$109,225, the corresponding rate is 22%. The two rates differ. \$16,075 of the \$20,000 payment is in the lower bracket (\$58,575 less your total income of \$42,500 without the payment), and \$3,925 is in the higher bracket (\$20,000 less the \$16,075 that is in the lower bracket). Multiply \$16,075 by 12% to get \$1,929. Multiply \$3,925 by 22% to get \$863.50. The sum of these two amounts is \$2,792.50. This is the estimated tax on your payment. This amount corresponds to 14% of the \$20,000 payment (\$2,792.50 divided by \$20,000). Enter “14” on line 2.

Privacy Act and Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to provide this information only if you want to (a) request additional federal income tax withholding from your nonperiodic payment(s) or eligible rollover distribution(s); (b) choose not to have federal income tax withheld from your nonperiodic payment(s), when permitted; or (c) change a previous Form W-4R (or a previous Form W-4P that you completed with respect to your nonperiodic payments or eligible rollover distributions). To do any of the aforementioned, you are required by sections 3405(e) and 6109 and their regulations to provide the information requested on this form. Failure to provide this information may result in inaccurate withholding on your payment(s). Failure to provide a properly completed form will result in your payment(s) being subject to the default rate; providing fraudulent information may subject you to penalties.

Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia, and U.S.

commonwealths and territories for use in administering their tax laws. We may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The average time and expenses required to complete and file this form will vary depending on individual circumstances. For estimated averages, see the instructions for your income tax return.

If you have suggestions for making this form simpler, we would be happy to hear from you. See the instructions for your income tax return.