

Annuities

**Pension/Profit sharing/401(k) annuity
surrender request for qualified plans with
Brighthouse Financial tax reporting**

Brighthouse Life Insurance Company

Participant:

- Complete Sections 1 through 8 and **sign in Section 8.**
- Send form to your Trustee/Plan Administrator/Third Party Administrator (TPA) who will complete and forward it to Brighthouse Financial.
- **Note:** Withdrawal or surrender requests in which the money has already been received in your bank account cannot be returned.

Trustee/Plan Administrator/TPA:

- Review Sections 1 through 8.
- Complete Sections 9 through 12 and **sign in Section 12.**
- Mail or fax completed form to Brighthouse Financial (*see Section 13*).

! Be sure to completely fill in your sections, incomplete information will cause a delay in processing

SECTION 1: Participant information

The following items must be completed:

Participant

First name	Middle name	Last name	
Address			Social Security number
City		State	ZIP
Plan name	Case number	Annuity contract number (<i>one per form</i>)	

SECTION 2: Type of surrender (*Please check only one box*)

Full Surrender - your account will be closed unless noted otherwise below

Florida Residents Only

Check this box: If your insurance agent recommended (advised) you to surrender your annuity contract and the surrender proceeds will NOT be used to fund or purchase another life insurance policy or annuity contract.

- The state of Florida requires that we first provide you with important disclosure information.
- We are unable to send your surrender proceeds via EFT or wire. We will promptly send you a check.
- Include your email address or fax number in the space provided below so we can send the important disclosure information to you.

Email address/fax number: _____

Partial Surrender - fill in amount \$ _____

Indicate if check amount should be gross or net:

Gross - amount before taxes and charges **Net** - amount after taxes and charges

If neither box is checked, the surrender will be processed as a **gross** distribution

Note: Partial distributions will be prorated from ALL contracts and from all funding options elected therein unless you note otherwise in Section 6, Special Instructions.

SECTION 3: Surrender reason

(Please consult with your Trustee/Plan Administrator/TPA before completing this section. Please check only ONE box. If you check more than one box, processing will be delayed.)

Termination of Employment *(please complete all three items below):*

Date of hire (mm/dd/yyyy)

Date of termination (mm/dd/yyyy)

Date of last contribution (mm/dd/yyyy)

You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

Normal Retirement Age *(as defined by plan)*

You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

Disability You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

In-Service Withdrawal *(indicate dollar amount in Partial Surrender, Section 2)*

You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

Dissolution of Plan *(check only if advised by Trustee/Plan Administrator/TPA)*

You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

Excess Salary Deferrals *(check only if advised by Trustee/Plan Administrator/TPA)*

(indicate dollar amount in Partial Surrender, Section 2)

You may elect federal tax withholding: 20% 10% Other _____.

If no box is checked, no taxes will be withheld.

Correction of Contributions *(indicate dollar amount in Partial Surrender, Section 2)*

You may elect federal tax withholding: 20% 10% Other _____.

If no box is checked, no taxes will be withheld.

Required Minimum Distribution *(indicate dollar amount in Partial Surrender, Section 2)*

You may elect federal tax withholding: 20% 10% Other _____.

If no box is checked, no taxes will be withheld.

Hardship Withdrawals *(indicate dollar amount in Partial Surrender, Section 2)*

Access to Vested Employer Funds? Yes No

NOTE: A surrender is not allowed from a Safe Harbor source for the purpose of a hardship withdrawal.

You may elect federal tax withholding: 20% 10% Other _____.

If no box is checked, 10% will be withheld.

Change of Investment Provider Within Same Plan *(for plans with multiple investment providers)*

Loan Administered by TPA

Qualified Domestic Relations Order (QDRO)

New Hire Opt Out *(Must be submitted within 90 days from the first contribution)*

You may elect federal tax withholding greater than the required 20%.

Indicate total federal tax to be withheld: _____ %

SECTION 4: Income tax withholding

The distribution you receive is generally subject to **MANDATORY 20% Federal Income Tax withholding** and State Income Tax withholding, where required, unless the distribution is paid directly to another eligible retirement plan as a direct rollover. By signing in Section I Signature of Participant, I acknowledge receipt of Notification of Federal Income Tax Withholding on Pension/Profit Sharing (Section 401 of the Internal Revenue Code) distributions.

State Income Tax Withholding If Federal Income Tax is withheld, we will automatically withhold State Income Tax where required. If your state has optional State Income Tax withholding and you would like tax withheld, please check this box and fill in percentage: _____ %

SECTION 5: Payment instructions

- Participant (as indicated in Section I) (A 1099R Form will be sent to the IRS reporting a taxable distribution.)
- Plan
- Third Party (Please check only one box and then complete name and address)
- Brighthouse Financial IRA Other IRA Qualified Pension/Profit Sharing plan 403(b) 457
- Third party name (Bank, Brokerage Firm, etc.) FBO the contract owner

Address	City	State	ZIP

SECTION 6: Special instructions - Participant

SECTION 7: Spousal Consent

Please provide the following information to assist the Trustee/Plan Administrator/TPA. Brighthouse Financial does not monitor Spousal Consent.

- I am not married

Signature of Participant _____ Date (mm/dd/yyyy) _____

- I _____, am the spouse of the Participant. I hereby consent to the distribution to the Participant from the above captioned annuity contract as set forth above. I understand that this distribution is in a form other than a qualified Joint and Survivor Annuity, to which I am entitled by law.

Signature of Spouse _____ Date (mm/dd/yyyy) _____

Signature of Notary Public / Commission Expires _____ Date (mm/dd/yyyy) _____

This surrender is in accordance with the provisions of the Employer's Pension/Profit Sharing plan and appropriate spousal consent has been obtained.

SECTION 8: Signature of participant

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number, and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
(If you have been notified by the IRS that you are currently subject to backup withholding because of under reporting interest or dividends on your tax return, you must cross out and initial this item.)
3. I am a U.S. citizen or other U.S. person, and
4. I am not subject to FATCA reporting because I am a U.S. person and the account is located within the United States. *(If you are not a U.S. Citizen or other U.S. person for tax purposes, please cross out the last two certifications and complete appropriate IRS documentation.)*

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signature of Participant

Date (mm/dd/yyyy)

Contract number

Participant phone number

Section 9 through 12 to be completed by Trustee/Plan Administrator

SECTION 9: Vesting percentage *(to be completed for accounts with employer funds)*

For each source, indicate percentage or dollar amount **OR** check box to indicate source is not applicable.

Employer Match:

100 % **OR** Not applicable

Employer Discretionary:

100 % **OR** Not applicable

Other Employer Contributions:

 % **OR** Not applicable

After-Tax Money:

\$ *(cost basis)* **OR** Not applicable

Highly Compensated Employee: Yes No

NOTE: Confirm Vested amounts above are eligible to be used for Hardship Withdrawals as indicated in Section 3, under Hardship Withdrawals.

The non-vested account balance will be transferred to the employer forfeiture account and will be applied based on the allocation instructions on file for the forfeiture account, unless noted otherwise in Section 11 Special Instructions.

SECTION 10: Outstanding loans *(to be completed for accounts with outstanding loans)*

Please check only one box

- Pay off loan *(check attached)*
- Transfer loan to new qualified plan
- Default loan
- For loans administered by TPA, please indicate the default amount

\$ _____

SECTION 11: Special instructions - Trustee/Plan Administrator/TPA

SECTION 12: Signature of Trustee/Plan Administrators/TPA

Signature of Trustee/Plan Administrator

Date *(mm/dd/yyyy)*

Phone number

Signature of Third Party Administrator

Date *(mm/dd/yyyy)*

Phone number

SECTION 13: How to submit this form**Regular mail:**Brighthouse Financial
PO Box 9146
Des Moines, IA 50306-9146**Overnight mail only:**Brighthouse Financial
4700 Westown Parkway, Ste. 200
West Des Moines, IA 50266**Fax:**

877-549-5847

Important Tax Information - Please Review carefully and discuss with your tax advisor or financial planner before proceeding with your distribution.

Special tax notice regarding plan payments

This notice explains how you can continue to defer federal income tax on your retirement savings under your employer's qualified retirement plan (the "Plan") and contains important information you will need before you decide how to receive your benefits. The notice is based, in part, on an Internal Revenue Service (the "IRS") model notice. As a result, certain sections of the notice may not be applicable to your Plan or your account under the Plan. Information in the notice concerning designated Roth distributions is based on proposed IRS regulations, which are subject to change.

This notice is provided to you by [Brighthouse] at the request of the administrator of the Plan (the "Plan Administrator") because all or part of the payment that you will soon receive from the Plan may be eligible for rollover by you or the Plan Administrator to a traditional IRA or Roth IRA, or to an eligible employer plan. A rollover is a payment by you or the Plan Administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you.

Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account (formerly known as an education IRA). If you have made designated Roth contributions to the Plan, the Roth portion of your payment is subject to special rollover rules. The Roth portion of your payment may be rolled over to a Roth IRA; however, the portion of your payment that is not a Roth distribution cannot be rolled over to a Roth IRA, and the Roth portion of your payment cannot be rolled over to a traditional IRA.

An "eligible employer plan" includes a plan qualified under section 401(a) of the Internal Revenue Code (the "Code"), including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a section 403(a) annuity plan; a section 403(b) tax-sheltered annuity; and an eligible section 457(b) plan maintained by a governmental employer (a "governmental 457 plan").

An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also find out about any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as Roth amounts and non-Roth after-tax amounts (but *not* after-tax contributions and earnings that are not designated Roth contributions

and earnings). If this is the case, and your distribution includes Roth amounts and non-Roth after-tax amounts, you may wish instead to roll your distribution over to a Roth IRA or traditional IRA, as applicable, or split your rollover amount between the employer plan in which you will participate and a Roth IRA or traditional IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouse's consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this Plan. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

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

SUMMARY

These are two ways you may be able to receive a Plan payment that is eligible for rollover:

- (1) Certain payments can be made directly to a traditional IRA or Roth IRA, as applicable, that you establish, or to an eligible employer plan that will accept the payment and hold it for your benefit (a "direct rollover"); or
- (2) The payment can be paid to you.

If you choose a direct rollover:

- Your payment will not be taxed in the current year and no income tax will be withheld.
- You choose whether your payment will be made directly to your traditional IRA or Roth IRA, as applicable, or to an eligible employer plan that accepts your rollover. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account. Only the Roth portion of your payment (if any) may be rolled over to a Roth IRA. The Roth portion of your payment cannot be rolled over to a traditional IRA.

Your direct rollover of the nontaxable Roth portion of your payment to an eligible employer plan must be to the same type of plan as the Plan. That is, if the Plan is a 401(k) plan, the receiving plan must be a 401(k) plan.

- Your period of participation in the Plan's designated Roth account will carry over to the receiving plan in a direct rollover to an eligible employer plan; however, it will *not* carry over in a direct rollover to a Roth IRA.

The taxable portion of your payment will be taxed later when you take it out of the traditional IRA or Roth IRA, as applicable, or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Plan.

If you choose to have a Plan payment

that is eligible for rollover paid to you:

- You will receive only 80% of the taxable amount of the payment, because the Plan Administrator is required to withhold 20% of that amount and send it to the IRS as income tax withholding to be credited against your taxes.
- The taxable amount of your payment will be taxed in the current year unless you roll it over. Under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe. However, if you receive the payment before age 58½, you may have to pay an additional 10% tax.
- For the portion of your payment that is *not* a Roth distribution, you can roll over all or part of the payment by paying it to your traditional IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

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

Your period of participation in the Plan's designated Roth account will not carry over in a rollover of the Roth portion of your payment to a Roth IRA or an eligible employer plan that accepts your Roth rollover.

If you want to roll over 100% of the payment to a traditional IRA or Roth IRA, as applicable, or to an eligible employer plan, you must find other money to replace the 20% of the taxable portion that was withheld. If you roll over only the portion that you received, you will be taxed on the 20% of the taxable portion that was withheld and that is not rolled over.

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

Involuntary Distribution and Automatic Rollover of Payments Less than \$5,000. If your vested benefit is less than \$5,000 and you do not elect a distribution within a

reasonable period of time after receiving this notice, the Plan may provide for the involuntary distribution of your benefit, which may be in the form of an automatic rollover to a traditional IRA or Roth IRA, as applicable, selected by the Plan. Please contact the Plan Administrator for further information concerning the Plan's involuntary distribution and automatic rollover provisions. If the Plan provides for automatic rollovers, the Plan Administrator will give you information concerning the traditional IRA and Roth IRA that the Plan has selected for such rollovers and the administrative fees that will be deducted from such IRA.

MORE INFORMATION

- I. Payments That Can and Cannot Be Rolled Over
- II. Direct Rollover
- III. Payment Paid to You
- IV. Surviving Spouses, Alternate Payees and Other Beneficiaries

I. Payments That Can and Cannot Be Rolled Over

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

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

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

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

Hardship Distributions. A hardship distribution cannot be rolled over.

ESOP Dividends. Cash dividends paid to you on employer stock held in an employee stock ownership plan cannot be rolled over.

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

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

Non-Roth After-tax Contributions. If the Plan allows non-Roth after-tax contributions, and you made non-Roth after-tax contributions to the Plan, these contributions may be rolled into either a traditional IRA or to certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

a. **Rollover into a Traditional IRA.** You can roll over your non-Roth after-tax contributions to a traditional IRA either directly or indirectly. Your Plan Administrator should be able to tell you how much of your payment is the taxable portion and how much is the non-Roth after-tax portion.

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

Once you roll over your non-Roth after-tax contributions to a traditional IRA, those amounts cannot later be rolled over to an employer plan.

b. **Rollover into an Employer Plan.** You can roll over non-Roth after-tax contributions from an employer plan that is qualified under Code section 401(a) or a section 403(a) annuity plan to another such plan using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the non-Roth after-tax employee contributions and earnings on those contributions. You can also roll over non-Roth after-tax contributions from a Code section 403(b) tax-sheltered annuity to another section 403(b) tax-sheltered annuity using a direct rollover if the other tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the non-Roth after-tax employee contributions and earnings on those contributions. You cannot roll over non-Roth after-tax contributions to a governmental 457 plan. If you want to roll over your non-Roth after-tax contributions to an employer plan that accepts these rollovers, you cannot have the non-Roth after-tax contributions paid to you first. You must instruct the Plan Administrator to make a direct rollover on your behalf. Also, you cannot first roll over non-Roth after-tax contributions to a traditional IRA and then roll over that amount into an employer plan.

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

II. Direct Rollover

A direct rollover is a direct payment of

the amount of your Plan benefits to a traditional IRA or Roth IRA, as applicable, or an eligible employer plan that will accept it. For the portion of your payment that is not a Roth distribution, you can choose a direct rollover of all or any portion of your payment that is an eligible rollover distribution, as described in Section I. A direct rollover of the Roth portion of your payment is subject to special rules, which are described below. You are not taxed on any taxable portion of your payment for which you choose a direct rollover until you later take it out of the traditional IRA or Roth IRA, as applicable, or eligible employer plan. In addition, no income tax withholding is required for any taxable portion of your Plan benefits for which you choose a direct rollover. This Plan might not let you choose a direct rollover if your distributions for the year are less than \$200.

Direct Rollover to a Traditional IRA. For the portion of your payment that is not a Roth distribution, you can open a traditional IRA to receive the direct rollover. If you choose to have your payment made directly to a traditional IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a direct rollover to a traditional IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish a traditional IRA to receive the payment. However, in choosing a traditional IRA, you may wish to make sure that the traditional IRA you choose will allow you to move all or a part of your payment to another traditional IRA at a later date, without penalties or other limitations. See IRS Publication 590, *Individual Retirement Arrangements*, for more information on traditional IRAs (including limits on how often you can roll over between IRAs).

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

Direct Rollover to a Plan. If you are employed by a new employer that has an eligible employer plan, and you want a direct rollover to that plan, ask the plan administrator of that plan whether it will accept your rollover. If you want a direct rollover of your Roth account, you should ask the plan administrator if the plan will accept a Roth rollover. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a direct rollover to a traditional IRA or Roth IRA, as

applicable. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

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

Direct Rollover of a Series of Payments. If you receive a payment that can be rolled over to a traditional IRA or Roth IRA, as applicable, or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, your choice to make or not make a direct rollover for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

Change in Tax Treatment Resulting from a Direct Rollover. The tax treatment of any payment from the eligible employer plan or traditional IRA or Roth IRA, as applicable, receiving your direct rollover might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1938, you might be entitled to ten-year averaging or capital gain treatment, as explained in Section III. However, if you have your benefit rolled over to a section 403(b) tax-sheltered annuity, a governmental 457 plan, or a traditional IRA or Roth IRA, as applicable, in a direct rollover, your benefit will no longer be eligible for that special treatment (see "Additional 10% Tax if You Are under Age 59½" and "Special Tax Treatment if You Were Born before January 1, 1938" in Section III).

III. Payment Paid to You

If your payment can be rolled over (see Section I) and the payment is made to you in cash, it is subject to 20% federal income tax withholding on the taxable portion (state tax withholding may also apply). The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a traditional IRA or Roth IRA, as applicable, or an eligible employer plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Mandatory Withholding for

Payments Eligible for Rollover. If any portion of your payment can be rolled over under Section I and you do not elect to make a direct rollover, the Plan is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal income tax withholding. For example, if you can roll over a taxable payment of \$10,000, only \$8,000 will be paid to you because the Plan must withhold \$2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see "Sixty-Day Rollover Option" below), you must report the full \$10,000 as a taxable payment from the Plan. You must report the \$2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than \$200.

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

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Section I, you can still decide to roll over all or part of it to a traditional IRA or Roth IRA, as applicable, or to an eligible employer plan that accepts rollovers. If you decide to roll over the portion of your payment that is not a Roth distribution, you must contribute the amount of the payment you received to a traditional IRA or eligible employer plan within 60 days after you receive the payment. The portion of your payment that is rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

For the portion of your payment that is not a Roth distribution, you can roll over up to 100% of your payment that can be rolled over under Section I, including an amount equal to the 20% of the taxable portion that was withheld. If you choose to roll over 100%, you must find other money within the 60-day period to contribute to the traditional IRA or the eligible employer plan, to replace the 20% that was withheld. On the other hand, if you roll over only the 80% of the taxable portion that you received, you will be taxed on the 20% that was withheld.

Example: The taxable portion of your payment that can be rolled over under Section I is \$10,000, and you choose to have it paid to you. You will receive \$8,000, and \$2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$8,000, you may roll over the entire \$10,000 to a traditional IRA or an eligible employer plan. To do this, you roll over the \$8,000 you received from the Plan, and you will have to find \$2,000 from other sources (your savings, a loan, etc.). In this case,

the entire \$10,000 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire \$10,000, when you file your income tax return you may get a refund of part or all of the \$2,000 withheld.

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

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

Additional 10% Tax If You Are under Age 59½. If you receive a payment before you reach age 59½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) dividends paid with respect to stock by an employee stock ownership plan (an "ESOP"), as described in Code section 404(k), (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order (a "QDRO"), or (7) payments that do not exceed the amount of your deductible medical expenses. See IRS Form 5329 for more information on the additional 10% tax.

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

Special Tax Treatment if You Were Born before January 1, 1936. If you receive a payment from a plan qualified under Code section 401(a) or a Code section 403(a) annuity plan that can be rolled over under Section I and you do not roll it over to a traditional IRA or Roth IRA, as applicable, or an eligible employer plan, the taxable portion of the payment will be taxed in the year you receive it. However, if the payment qualifies as a "lump sum distribution," it may be eligible for special tax treatment (see also "Employer Stock or Securities" below). A lump sum distribution is a payment, within one year, of your entire balance under the Plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59½ or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 39½ or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is as follows:

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

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into this Plan from a 403(b) tax-sheltered annuity contract, a governmental 457 plan or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from this Plan (or certain other similar plans of your employer), you cannot use this special averaging treatment for later payments from the Plan. If you roll over your payment to a traditional IRA or Roth IRA, as applicable, governmental 457 plan, or 403(b) tax-sheltered annuity, you will not be able to use special tax treatment for later payments from that IRA, plan, or annuity. Also, if you roll over only a portion of your payment to a traditional IRA or Roth IRA, as applicable, governmental 457 plan, or 403(b) tax-sheltered annuity, this special tax treatment is not available for the rest of the payment. See IRS Form 4972 for additional information on lump sum distributions and how

you elect the special tax treatment.

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

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

If you receive only employer stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than employer stock, as well as employer stock, in a payment that can be rolled over, the 20% withholding amount will be based on the entire taxable amount paid to you (including the value of the employer stock determined by excluding the net unrealized appreciation). However, the amount withheld will be limited to the cash or property (excluding employer stock) paid to you.

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

Repayment of Plan Loans. If your employment ends and you have an outstanding loan from the Plan, your employer may reduce (or "offset") your balance in the Plan by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a traditional IRA or Roth IRA, as applicable, within 60 days after the offset.

If the amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the

Plan, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan payment. The amount withheld will be limited to the amount of other cash or property paid to you (other than employer securities). The amount of a defaulted Plan loan that is a taxable deemed distribution cannot be rolled over.

IV. Surviving Spouses, Alternate Payees, and Other Beneficiaries

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are "alternate payees." You are an alternate payee if your interest in the Plan results from a "qualified domestic relations order" (a "QDRO"), which is an order issued by a court, usually in connection with a divorce or legal separation.

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

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

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

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Section III. If you receive a payment because of the employee's death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had five years of participation in the Plan.

How to Obtain Additional Information

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with a professional tax advisor before you take a payment of your benefits from the Plan. Also, you can find more specific information on the tax treatment of payments from qualified employer plans in IRS Publication 575, *Pension and Annuity Income*, and IRS Publication 590, *Individual Retirement Arrangements*. These publications are available from your local IRS office, on the IRS's Internet Web Site at www.irs.gov, or by calling 1-800-TAX-FORMS.

Supplemental special tax notice for distributions after December 31, 2006

I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER INTO AN EMPLOYER PLAN:

(Effective starting 01/01/2007).

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

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

If you want to roll over your after-tax and/or designated Roth contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator of this Plan to make a direct rollover on your behalf.

Also, you cannot first roll over after-tax contributions to a traditional IRA or designated Roth contributions to a Roth IRA and then roll over that amount into an employer plan.

II. SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES.

(Effective Starting 01/01/2007).

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

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

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

III. ROLLOVER OF AFTER-TAX AMOUNTS FROM A 401(A) PLAN

(Effective January 1, 2007).

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

IV. ADDITIONAL INFORMATION FOR DESIGNATED ROTH CONTRIBUTIONS

(Effective Starting January 1, 2006).

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

Note, even if a plan accepts rollovers, it might

not accept rollovers of certain types of distributions, such as Roth amounts and non-Roth after-tax amounts (*that is, after-tax contributions and earnings that are not designated Roth contributions and earnings*). If this is the case, and your distribution includes Roth amounts and/or non-Roth after-tax amounts, you may wish instead to roll your distribution over to a Roth IRA or traditional IRA, as applicable, or split your rollover amount between the employer plan in which you will participate and a Roth IRA or traditional IRA.

- Your direct rollover of the nontaxable Roth portion of your payment to an eligible employer plan must be to the same type of plan as the Plan. That is, if the Plan is a 401(k) plan, the receiving plan must be a 401(k) plan.

- Your period of participation in the Plan's designated Roth account will carry over to the receiving plan in a direct rollover to an eligible employer plan; however, it will not carry over in a direct rollover to a Roth IRA.

- The taxable portion of your payment will be taxed later when you take it out of the Roth IRA, as applicable, or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Plan.

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

If you want to roll over 100% of the payment to a traditional IRA or Roth IRA, as applicable, or to an eligible employer plan, you must find other money to replace the 20% of the taxable portion that was withheld. If you roll over only the portion that you received, you will be taxed on the 20% of the taxable portion that was withheld and that is not rolled over.

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

Direct Rollover to a Plan. Special rules apply to a direct rollover of the Roth portion of your payment. In order to roll over the nontaxable portion of your Roth distribution to an eligible employer plan, the rollover must be a direct rollover of the entire Roth distribution to an eligible employer plan that will apply your rollover to an account that meets the Roth requirements. For 2006, the eligible employer plan must be the same type of plan as the distributing plan. Effective January 1, 2007, you can make a direct rollover of the nontaxable portion of your Roth distribution from a 401(k) plan to another 401(k) plan or from a 403(b)

plan to another 403(b) plan, or from a 401(k) plan to a 403(b) plan (*but not vice versa*). In a direct Roth rollover to an eligible employer plan, your period of participation in the Plan's Roth account will carry over to the recipient plan for purposes of the "five taxable year" requirement for a qualified Roth distribution.

If you want a direct rollover of your Roth account, you should ask the plan administrator if the plan will accept a Roth rollover because an eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a direct rollover to a traditional IRA or Roth IRA, as applicable. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

Direct Rollover of a Series of Payments. If you receive a payment that can be rolled over to a traditional IRA or Roth IRA, as applicable, or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, your choice to make or not make a direct rollover for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

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

V. INVOLUNTARY DISTRIBUTION AND AUTOMATIC ROLLOVER OF PAYMENTS LESS THAN \$5,000

(Generally effective for distributions on or after March 28, 2005) (However, governmental plans had until the close of the first regular legislative session of the legislative body with the authority to amend the plan that begins on or after January 1, 2006 to apply these rules).

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