Please read and follow all instructions carefully. Incomplete paperwork may cause delays or prevent your request from being processed.

Critical information to consider:

- The Distribution Due to Death Withdrawal Form and instructions contained in this document are generic. Paperwork is not specific to your plan.

- A plan trustee must review paperwork to ensure all required documents are provided and properly completed. Paperwork may be faxed to 816-218-0079 or mailed to:

  Prime Plan Solutions
  P.O. Box 219162
  Kansas City, MO 64121-9162

- All distribution checks are delivered to the plan trustee. The trustee should retain a copy for the plan's records before distributing to the beneficiary. Should you require a check to be delivered to another institution or directly to the beneficiary, the trustee's signature must be medallion signature guaranteed by a bank or brokerage firm. A notary public stamp is not acceptable.

- All distributions of $50,000 or more must be medallion signature guaranteed by a bank or brokerage firm. A notary public stamp is not acceptable.

- Please contact your Third Party Administrator with questions regarding distributions. If you need help completing the forms, then contact Prime Plan Solutions at 888-445-0031, Monday through Friday from 8:30 AM to 6:00 PM Eastern Time or send an e-mail to primeplansolutions@dstsystems.com.

Instructions for Distribution Due to Death

We are sorry to hear of the death of your participant. The instructions provided below outline the steps necessary to distribute the participant's account balance to the surviving spouse or beneficiaries.

1. The plan trustees are responsible for maintaining the original copies of participant's Beneficiary Designation Form. Locate the most recent copy for the deceased participant to determine the beneficiary name, Social Security Number, and relationship to the deceased.

2. The IRS and DOL require that the beneficiary receive adequate notice of his/her distribution rights under the plan within a reasonable time before the distribution. This must include a Special Tax Notice Regarding Plan Payments provided not more than 180 days before or less than 30 days before the actual distribution. Our forms include a waiver of the minimum 30 day period, but not the maximum 180 day period.

3. Most Safe Harbor 401(k) Plans make the required Safe Harbor Match at the end of the plan year. If you request a distribution for this beneficiary prior to that contribution, then you will need to provide the notice and distribution paperwork again after the contribution is deposited.

4. Alternately, Safe Harbor Plans may choose to make the Safe Harbor Match for every participant through the last pay period in which the deceased participant contributed. You may not make the match only for the deceased participant. It must be deposited at the same time for every eligible participant in the plan.

5. Locate, copy and provide the following forms to the surviving spouse or beneficiaries:

   i. Surviving Spouse Beneficiary Distribution Election Form. The surviving spouse will complete and return to the trustee.

   ii. Non-Spouse Beneficiary Distribution Election Form. Beneficiaries other than a surviving spouse will complete and return this form to the trustee.

   iii. Special Tax Notice Regarding Plan Payments. There are separate forms for spouse and non-spouse beneficiaries. Please ensure a copy of all pages is provided.

6. Prepare a cover letter to accompany the forms. Instruct the beneficiary to read all forms and to complete the Distribution Election Form and return the original to the plan trustee. Your letter should indicate the deadline to return the forms to ensure the 180 day period is not exceeded.

7. The cover letter must provide specific instructions regarding the distribution. It should list the name and Social Security Number of the deceased participant. The letter should instruct Prime Plan Solutions to transfer the participant's balance to the beneficiary and then distribute to the beneficiary as provided on the Distribution Election Form. Send copies of the completed forms with this letter. Please retain the originals in your plan's permanent file. If the form requires a medallion signature guarantee, send the originals and keep a copy. The letter must be signed by a trustee in his or her capacity as trustee. For example: John Doe, Trustee of the ABC 401(k) Plan.

8. Fax the cover letter and forms to Prime Plan Solutions at 816-218-0079 and we will process the transaction as soon as administratively feasible. If the distribution request contains a medallion guarantee, then original paperwork should be mailed to:

Regular Mail	Overnight Mail
Prime Plan Solutions	Prime Plan Solutions
PO Box 219162	330 W 9th Street
Kansas City, MO 64121-9162	Kansas City, MO 64105

Surviving Spouse Beneficiary
Distribution Election Form

Plan Name: ____ Plan Number: _________

Participant: ____ Last 4 digits of SSN: _________

Participant's date of death: ___________ Estimated amount of the death benefit: $_________

Surviving Spouse's Name: ____________________________________

Surviving Spouse's complete SSN: ________________ Surviving Spouse's Birth Date: __________

Surviving Spouse's Address: ______________________________________ (Street)

______________________________________ (City, State, Zip)

Election: I, the undersigned beneficiary make the following distribution election: (Choose one)

- ❑ Lump sum payment of the entire death benefit, less 20% income tax withholding.
- ❑ Direct rollover via check of the entire account balance to the IRA or retirement plan designated below.
- ❑ Direct rollover of the following portion of the death benefit to the IRA or retirement plan designated below: $___________ (not less than $500), with the balance paid in lump sum, less 20% income tax withholding.

Information for Direct Rollover (Required if selecting rollover option above): I represent that the traditional IRA, Roth IRA, or retirement plan of another employer designated below is a proper recipient for a direct rollover. This rollover is going to a:

_____ Traditional IRA
_____ Roth IRA
_____ Qualified Retirement Plan

Owner registration of traditional IRA, Roth IRA, or retirement plan: ____________________________

Name of trustee(s), custodian(s), or insurer (receiving company name): __________________________

IRA / Plan account number: ________________

Send Direct Rollover to the following address:* ____

____

____

Waiver of minimum notice period: I consent to an immediate distribution of the entire 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.

______________________________	________________________	____________
Signature of Surviving Spouse	Print Name	Date

Information below to be completed by the plan trustee:

Indicate below if you want the check sent directly to the surviving spouse's address or rollover institution.

_____ *Please send the distribution check directly to the surviving spouse or rollover institution. I am aware that I will not receive a copy of the check for my records. **(This option requires the trustee's signature to have a medallion guarantee. If not provided, the distribution check will be mailed to the plan trustee.)**

A medallion signature guarantee for the trustee is required if the value of the distribution exceeds $50,000, or if you want the check sent directly to the beneficiary's address. Eligible guarantors include:

Commercial banks	*Trust companies*
Savings and loans	*Credit unions*
Savings banks	*Member firms of a national stock exchange*

Please note: a notary public is not an acceptable provider of medallion signature guarantees. ***The guarantee stamp must be an original; copies are not acceptable and cannot be faxed to Prime Plan Solutions.***

______________________________	________________________	____________
Trustee Signature	Print Name	Date

If distribution check is to be delivered to the plan trustee, then fax the completed form to Prime Plan Solutions at 816-218-0079.

Non-Spouse Beneficiary
Distribution Election Form

Plan Name: ____ Plan Number: _________

Participant: ____ Last 4 digits of SSN: _________

Participant's date of death: ___________ Estimated amount of the death benefit: $_________

Beneficiary's Name: ___________________________________

Beneficiary's complete SSN: __________________ Beneficiary's Birth Date: __________

Beneficiary's Address: _____________________________________ (Street)

_____________________________________ (City, State, Zip)

Election: I, the undersigned beneficiary make the following distribution election: (Choose one)

- ❑ Lump sum payment of the entire death benefit, less 20% income tax withholding
- ❑ Direct rollover via check of the entire account balance to the inherited IRA designated below.
- ❑ Direct rollover of the following portion of the death benefit to the inherited IRA designated below: $___________ (not less than $500), with the balance paid in lump sum, less 20% income tax.

Information for Direct Rollover (Required if selecting rollover option above): I represent that the traditional IRA or Roth IRA designated below is a proper recipient for a direct rollover. This rollover is going to a:

_____ Traditional IRA

_____ Roth IRA

Owner registration of traditional or Roth IRA: ________________________________

Name of trustee(s), custodian(s), or insurer (receiving company name): _________________________

IRA account number: __________________

Send Direct Rollover to the following address:* _______________________________________

____

____

Waiver of minimum notice period: I consent to an immediate distribution of the entire 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.

______________________________	________________________	____________
Signature of Beneficiary	Print Name	Date

Information below to be completed by the plan trustee:

Indicate below if you want the check sent directly to the beneficiary's address or rollover institution.

_____ *Please send the distribution check directly to the beneficiary or rollover institution. I am aware that I will not receive a copy of the check for my records. **(This option requires the trustee's signature to have a medallion guarantee. If not provided, the distribution check will be mailed to the plan trustee.)**

A medallion signature guarantee for the trustee is required if the value of the distribution exceeds $50,000, or if you want the check sent directly to the beneficiary's address. Eligible guarantors include:

Commercial banks	*Trust companies*
Savings and loans	*Credit unions*
Savings banks	*Member firms of a national stock exchange*

Please note: a notary public is not an acceptable provider of medallion signature guarantees. ***The guarantee stamp must be an original; copies are not acceptable and cannot be faxed to Prime Plan Solutions.***

______________________________	________________________	____________
Trustee Signature	Print Name	Date

If distribution check is to be delivered to the plan trustee, then fax the completed form to Prime Plan Solutions at 816-218-0079.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS
(FOR SURVIVING SPOUSE)

____ 401(k) Plan

This notice explains how you can continue to defer federal income tax options for your death benefit distribution from the Plan and contains important information you will need before you decide how to receive your Plan benefits. All references to "the Code" are references to the Internal Revenue Code of 1986, as amended. This notice summarizes only the federal (not state or local) tax rules which apply to your distribution. Because these rules are complex and contain many conditions and exceptions which we do not discuss in this notice, you may need to consult with a professional tax advisor before you receive your distribution from the Plan.

A. TYPES OF PLAN DISTRIBUTIONS

Eligibility for rollover. The Code classifies distributions into two types: (1) distributions you may roll over ("eligible rollover distributions") and (2) distributions you may not roll over. (See "Distributions not eligible for rollover" below.) You may also receive a distribution where part of the distribution is an eligible rollover distribution and part is not eligible for rollover. An eligible rollover distribution 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. The Plan Administrator will assist you in identifying which portion of your distribution is an eligible rollover distribution and which portion is not eligible for rollover.

Plans that may accept a rollover. You may roll over an eligible rollover distribution (other than Roth deferrals and earnings) to a Roth IRA (provided that for distributions before January 1, 2010, your adjusted gross income for the taxable year of the distribution does not exceed $100,000), a traditional IRA or an eligible employer plan that accepts rollovers. An "eligible employer plan" includes a plan qualified under Code Section 401(a), including a 401(k) plan, profit sharing plan, defined benefit plan, stock bonus plan (including an ESOP), and money purchase plan; a Section 403(a) annuity plan; a Section 403(b) tax-sheltered annuity; and an eligible Section 457(b) plan maintained by a governmental employer (governmental 457 plan). Special rules apply to the rollover of after-tax contributions and Roth deferrals. See "After-tax contributions" and "Roth deferrals" below. YOU MAY NOT ROLL OVER ANY DISTRIBUTION TO A SIMPLE IRA OR A COVERDELL EDUCATION SAVINGS ACCOUNT (FORMERLY KNOWN AS AN EDUCATIONAL IRA).

Deciding where to roll over a distribution. An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts, you may wish instead to roll over your distribution to an IRA or to split your rollover amount between the employer plan in which you will participate and an IRA. You should also find out about any documents you must complete before a "receiving" plan or IRA sponsor will accept a rollover. 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, regarding subsequent distributions and taxation of the amount you will roll over, prior to making the rollover.

Distributions not eligible for rollover. An eligible rollover distribution means any distribution to you of all or any portion of your account balance under the Plan except the following:

Required minimum distributions. Beginning in the year in which you retire or reach age 70 1/2 (whichever is later), the Code may require the Plan to make "required minimum distributions" to you. You may not roll over the required minimum distributions. Special rules apply if you own more than 5% of the Employer.

Substantially equal periodic payments. You may not roll over a distribution if it is part of a series of substantially equal payments made at least once a year and which will last for: (1) your lifetime (or your life expectancy), (2) your lifetime and your beneficiary's lifetime (or life expectancies), or (3) a period of 10 years or more.

Hardship distributions. A hardship distribution is not eligible for rollover.

After-tax contributions (other than Roth deferrals). If your deceased spouse made after-tax contributions, you may roll over these amounts into either an IRA or certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

After-tax/rollover into an IRA. You may roll over after-tax contributions, if any, to an IRA either directly or indirectly. For distributions before January 1, 2010, you may roll over your after-tax contributions to a Roth IRA, provided your adjusted gross income for the taxable year of the distribution does not exceed $100,000. The Plan Administrator will assist you in identifying how much of your payment is the taxable portion and how much is the after-tax portion. If you roll over after-tax contributions to an IRA, it is your responsibility to keep track of, and report to the IRS on the applicable forms, the amount of these after-tax contributions. This will enable you to determine the nontaxable amount of any future distributions from the IRA. Once you roll over the after-tax contributions to an IRA, you may NOT later roll over those amounts to an employer plan, but may roll over the after-tax contributions to another IRA.

After-tax/rollover into an employer plan. You may DIRECTLY roll over after-tax contributions, if any, from the Plan to another qualified plan (including a defined benefit plan) or to a 403(b) plan if the other plan will accept the rollover and provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You may NOT roll over after-tax contributions from the Plan to a Section 403(a) annuity plan, or to a governmental 457 plan. If you want to roll over the after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator to make a direct rollover on your behalf. Also, you may not first roll over after-tax contributions to an IRA and then roll over that amount into an employer plan.

Roth deferrals. If your deceased spouse made Roth deferrals to the Plan, you may roll over these amounts into either an IRA or certain employer plans that accept rollovers of the Roth deferrals. The following rules apply:

Roth deferrals. You may roll over an eligible rollover distribution that consists of Roth deferrals (and earnings) ONLY to another Roth 401(k) plan (by a direct rollover), to a Roth 403(b) plan (by a direct rollover), provided the qualified plan or the Roth 403(b) plan will accept the rollover, or to a Roth IRA (either by a direct rollover or by a 60-day rollover). In any of these direct rollovers, the distribution may be a "qualified Roth distribution" or may be a Roth distribution that is not qualified. See Section C. "Taxation of Roth deferrals." below. If you are completing a 60-day rollover to a qualified plan or to a 403(b) plan, you only may roll over the taxable portion of a non-qualified Roth distribution. See Section C. "Taxation of Roth deferrals" and "60-day rollover option" below.

30-Day Notice Period/Waiver. After receiving this notice, you have at least 30 days to consider whether to receive your distribution or have the distribution 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 distribution then will be processed in accordance with your election as soon as practical after the Plan Administrator receives your election.

B. DIRECT ROLLOVER

Direct rollover process. You may elect a direct rollover of all or any portion of an eligible rollover distribution. If you elect a direct rollover, the Plan Administrator will pay the eligible rollover distribution directly to your IRA or to another eligible employer plan (to a Roth IRA or to a qualified plan in the case of a distribution of Roth deferrals) which you have designated. For the cash portion of your distribution, if any, the Plan Administrator may give you a check negotiable by the trustee or custodian of the recipient eligible employer plan or IRA. You must deliver the check to that trustee/custodian. A direct rollover amount is not subject to taxation at the time of the rollover, unless the direct rollover is from a pre-tax account to a Roth IRA. Except for a direct rollover of a pre-tax amount to a Roth IRA, the taxable portion of your direct rollover will be taxed later when you take it out of the IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to *different tax treatment* than it would be if you received a taxable distribution from this Plan. If you elect a direct rollover, your election form must include identifying information about the recipient IRA or plan.

Treatment of periodic distributions. If your Plan distribution is a series of payments over a period of less than ten years, each payment is an eligible rollover distribution. Your election to make a direct rollover will apply to all payments unless you advise the Plan Administrator of a change in your election. The Plan might not let you choose a direct rollover if your distributions for the year are less than $200.

Splitting a distribution/small distributions. If your distribution exceeds $500, you may elect a direct rollover of only a part of your distribution, provided the portion directly rolled over is at least $500. If your distribution is $500 or less, you must elect either a direct rollover of the entire amount or payment of the entire amount. The Plan might not let you choose a direct rollover if your distributions for the year are less than $200.

Change in tax treatment resulting from a direct rollover. The tax treatment of any payment from the eligible employer plan or IRA receiving your direct rollover might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1936, you might be entitled to ten-year averaging or capital gain treatment, as explained below. However, if you roll over your benefit to a 403(b) plan, a governmental 457 plan, or an IRA, your benefit no longer will be eligible for that special treatment. See the sections below entitled "10% penalty tax if you are under age 59 1/2" and "Special tax treatment if you were born before 1936."

Taxation of direct rollover of pre-tax distribution to Roth IRA. If you directly roll over a pre-tax distribution to a Roth IRA, the taxable portion of the distribution is subject to taxation for the taxable year in which the distribution occurs (except that a special taxation rule applies to distributions during 2010 that you roll over to a Roth IRA, under which the distribution is subject to taxation ratably during 2011 and 2012). For distributions before January 1, 2010, you may not roll over a distribution from a pre-tax account to a Roth IRA if your adjusted gross income for the taxable year exceeds $100,000. However, the adjusted gross income limit on direct rollovers from a pre-tax account to a Roth IRA does not apply to distributions you roll over after December 31, 2009.

C. DISTRIBUTIONS YOU RECEIVE

Taxation of eligible rollover distributions. The taxable portion of an eligible rollover distribution which you elect to receive is taxable to you in the year you receive it unless, within 60 days following receipt, you roll over the distribution to an IRA or to another eligible employer plan.

Taxation of Roth deferrals. If your distribution includes Roth deferrals, the taxation of the Roth deferrals depends on whether or not the distribution is a qualified distribution. For a distribution of Roth deferrals (on or after the date of your deceased spouse's death) to be a qualified distribution, the distribution must occur after the end of the 5th calendar year beginning with the first calendar year for which your deceased spouse made Roth deferrals to the Roth 401(k) plan. If the distribution of Roth deferrals is a qualified distribution, then neither the deferrals nor the earnings distributed on the deferrals will be taxable to you. If the distribution is not a qualified distribution, then the portion of the distribution representing the Roth deferrals will not be taxable to you, but the portion of the distribution representing earnings on the Roth deferrals will be taxable to you in the year you receive the distribution, unless, within 60 days following receipt, you roll over the distribution to a Roth IRA, or you roll over the earnings on the Roth deferrals to a qualified plan or to a 403(b) plan, as explained under "60-day rollover option" below.

Withholding on eligible rollover distributions. The taxable portion of your eligible rollover distribution is subject to 20% federal income tax withholding. You may not waive this withholding. For example, if you elect to receive a taxable eligible rollover distribution of $5,000, the Plan will pay you only $4,000 and will send to the IRS $1,000 as income tax withholding. You will receive a Form 1099-R from the Plan reporting the full $5,000 as a distribution from the Plan. The $1,000 withholding amount applies against any federal income tax you may owe for the year. The direct rollover is the *only* means of avoiding this 20% withholding.

60-day rollover option. The direct rollover explained in Section B. above is not the only way to make a rollover. If you receive payment of an eligible rollover distribution, you may still roll over all or any portion of the distribution to an IRA or to another eligible employer plan that accepts rollovers, except that to the extent the distribution consists of Roth deferrals and earnings on the Roth deferrals. You may roll over the Roth deferrals and earnings on the Roth deferrals to a Roth IRA, or you may roll over only the taxable earnings (if any) on the Roth deferrals (but not the Roth deferrals) to a Roth 401(k) plan or to a Roth 403(b) plan. If you decide to roll over the distribution, *you must make the rollover within 60 days of your receipt of the payment.* The portion of your distribution which you elect to roll over is not subject to taxation until you receive distributions from the IRA or eligible employer plan, except that a rollover of a distribution from a pre-tax account to a Roth IRA is subject to taxation in the taxable year in which the distribution occurs.

You may roll over 100% of your eligible rollover distribution even though the Plan Administrator has withheld 20% of the distribution for income tax withholding. If you elect to roll over 100% of the distribution, you must obtain *other money* within the 60-day period to contribute to the IRA or eligible employer plan to replace the 20% withheld. If you elect to roll over only the 80% which you receive, the 20% withheld will be subject to taxation.

Example. Assume the taxable portion of your eligible rollover distribution is $5,000, and you do not elect a direct rollover. The Plan pays you $4,000, withholding $1,000 for income taxes. However, assume within 60 days after receiving the $4,000 payment, you decide to roll over the entire $5,000 distribution. To make the rollover, you will roll over the $4,000 you received from the Plan and you will contribute $1,000 from other sources (your savings, a loan, etc.). In this case, you will not have any tax liability with respect to the Plan distribution. The Plan will report a $5,000 distribution for the year and you will report a $5,000 rollover. When you file your income tax return, you may receive a refund of the $1,000 withheld. If you roll over only the $4,000 paid from the Plan, the $1,000 you do not roll over is taxable, but is not subject to a 10% penalty tax. See "10% penalty tax if you are under age 59 1/2." below. When you file your income tax return, you still may receive an income tax refund, but the refund likely will be smaller because $1,000 of the distribution is taxable.

Withholding on distributions not eligible for rollover. The 20% withholding described above does not apply to any taxable portion of your distribution that is *not* an eligible rollover distribution. You may elect whether to have federal income tax withholding apply to that portion. If you do not wish to have any income taxes withheld on that portion of your distribution, or if you wish to have an amount other than 10% withheld, you will need to sign and date IRS Form W-4P, checking the box opposite line 1. The Plan Administrator will provide you with Form W-4P if your distribution includes an amount that does not constitute an eligible rollover distribution. If you do *not* return the Form W-4P to the Plan Administrator prior to the distribution, the Plan Administrator will treat the failure to return the form as an *affirmative election* to have 10% withholding apply.

10% penalty tax if you are under age 59 1/2. The 10% penalty tax does NOT apply to death benefit distributions to a beneficiary. However, if you roll over the death benefit, the taxable portion of any distribution from your IRA or eligible employer plan before you reach age 59 1/2 is subject to a 10% penalty tax in addition to any federal income taxes unless an exception applies. See IRS Form 5329 for more information on the 10% penalty tax.

Special tax treatment if your deceased spouse was born before 1936. If your distribution is a "lump-sum distribution," and your deceased spouse was born before 1936, you may elect special tax treatment, but only if you do not roll over any part of the lump-sum distribution. If you roll over only a portion of your distribution to an IRA, a governmental 457 plan, or a 403(b) plan, this special tax treatment is not available for the rest of the payment. A lump-sum distribution is payment of your entire death benefit (including any nontaxable portion of your distribution) under the Plan (and certain similar plans maintained by the Employer) that is made within one calendar year.

Ten-year averaging. If you receive a lump-sum distribution and your deceased spouse was born before 1936, you can make a one-time election to figure the tax on the lump-sum distribution under "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, your deceased spouse was born before 1936 *and* your deceased spouse was a participant in the Plan before 1974, you may elect to have the part of your lump-sum distribution attributable to your deceased spouse's pre-1974 participation taxed as long-term capital gain at a rate of 20%.

Income averaging election and limitations. You may elect special tax treatment, known as income averaging, by filing IRS Form 4972 with your income tax return. The instructions to Form 4972 provide further details regarding the reporting of your lump-sum distribution and describe the rules for determining whether a distribution qualifies as a lump-sum distribution. As a general rule, you may not elect income averaging for a lump-sum distribution if your deceased spouse elected income averaging with respect to a prior lump-sum distribution he/she received after December 31, 1986, or after he/she had attained age 59 1/2. You may not elect income averaging if your deceased spouse rolled amounts into this Plan from a 403(b) plan, from a governmental 457 plan or from an IRA not originally attributable to a qualified employer plan. You also may not elect income averaging if your deceased spouse previously rolled over another distribution from the Plan. Finally, you may not elect income averaging if you roll over the distribution to an IRA, governmental 457 plan or 403(b) plan, and then take a distribution from the IRA, plan or annuity.

Government publications. IRS Publication 575 and IRS Publication 590 provide additional information about the tax treatment of plan distributions and rollovers. These publications are available from your local IRS office, on the IRS's Internet Website at www.irs.gov, or by calling 1-800-TAX-FORMS.

Employer Securities. The Code provides a special rule for a distribution which includes Employer securities (i.e., stock of the Employer). In order to take advantage of this special rule: (1) the distribution must qualify as a lump-sum distribution; or (2) the Employer stock must be attributable to after-tax employee contributions. Under this special rule, you have the option of not paying the 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 the Plan held the stock. For example, if the Employer contributed Employer stock to your deceased spouse's account when the stock was worth $500 but the stock is worth $800 when you receive it, you could elect not to pay the tax on the $300 increase in value until you later sold the stock.

Election against special rule. You may elect not to have the special rule apply to net unrealized appreciation. If you elect not to apply the special rule, your net unrealized appreciation is taxable in the year of distribution, unless you roll over the stock. You may roll over the stock to an IRA or to another eligible employer plan in a direct rollover or a rollover which you make yourself. Generally, you no longer will be able to use the special rule for net unrealized appreciation if you roll over the stock to an IRA or to another eligible employer plan.

Withholding requirements. If you receive only Employer stock in a distribution that is eligible for rollover, withholding will not apply to the distribution. If you receive cash or property other than Employer stock, as well as Employer stock, in a distribution that is eligible for rollover, the Plan will base the 20% withholding amount 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 not exceed the cash or property (excluding Employer stock) paid to you.

Income averaging. If you receive Employer stock in a distribution which qualifies as a lump-sum distribution, the income averaging election also may apply. See IRS Form 4972 for additional information on these rules.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS
(ROLLOVER NOTICE FOR NON-SPOUSE BENEFICIARY)

____ 401(k) Plan

This notice contains important information regarding your federal income tax options for your death benefit distribution from the Plan. All references to "the Code" are references to the Internal Revenue Code of 1986, as amended. This notice summarizes only the federal (not state or local) tax rules which apply to your distribution. Because these rules are complex and contain many conditions and exceptions which we do not discuss in this notice, you may need to consult with a professional tax advisor before you receive your distribution from the Plan.

Eligibility for rollover. You may either receive a distribution of the death benefit or may directly roll over the death benefit (other than amounts attributable to Roth deferrals) to an IRA you establish to receive the distribution. If you receive the death benefit, you subsequently may not roll over the death benefit. If you roll over the death benefit to an IRA, the rollover must be by a direct transfer (*i.e.,* direct rollover) from the Plan to the IRA. You may not roll over the death benefit distribution to any retirement plan other than to a "traditional" (non-Roth) IRA. You also may not roll over any distribution that the participant would have had to take as a "lifetime" required minimum distribution for the year of the participant's death. The Code treats the rollover IRA as an "inherited" IRA. This means you, at a later date, may not transfer the IRA assets to another IRA you own or to any other retirement plan. If you elect a direct rollover of the death benefit to an IRA, the Plan Administrator will pay the death benefit directly to the IRA which you have designated. A direct rollover amount is not subject to taxation at the time of the rollover. The taxable portion of your direct rollover will be taxed later when you take it out of the IRA. The 10% penalty tax for distributions before age 59 1/2 will not apply to a later distribution from the IRA, even if you are not age 59 1/2 at the time of the distribution.

After-tax contributions (other than Roth deferrals). If the deceased Participant made after-tax contributions to the Plan (which are not Roth deferrals), you may roll over these contributions to the IRA you establish to receive the rollover. However, if you roll over after-tax contributions to an IRA, it is your responsibility to keep track of, and to report to the IRS on the applicable forms, the amount of these after-tax contributions. This will enable you to determine the nontaxable amount of any future distributions from the IRA.

Distributions you receive. The taxable portion of a death distribution which you elect to receive is taxable to you in the year you receive the distribution. The 10% penalty tax does NOT apply to death benefit distributions to a beneficiary. If you elect to roll over the distribution to an IRA, for each year beginning with the year after the Participant's death, you must take a minimum required distribution. Any distribution you subsequently take from the IRA is taxable to you in the year you receive the distribution, and is not eligible for rollover to another IRA or to any other retirement plan. The IRA trustee or custodian, or your tax advisor, can help you determine the amount of each year's required distribution amount.

Splitting the distribution. If your death distribution exceeds $500, you may elect a direct rollover to an IRA of only a part of your distribution, provided the portion directly rolled over is at least $500. If your death distribution is $500 or less, you must elect either a direct rollover of the entire amount or payment of the entire amount. The Plan might not let you choose a direct rollover if your distributions for the year are less than $200.

Taxation of Roth deferrals. If your distribution includes Roth deferrals, the taxation of the Roth deferrals depends on whether or not the distribution is a qualified distribution. For a distribution of Roth deferrals (on or after the date of the deceased Participant's death) to be a qualified distribution, the distribution must occur after the end of the 5th calendar year beginning with the first calendar year for which the decedent made Roth deferrals to the Roth 401(k) plan. If the distribution of Roth deferrals is a qualified distribution, then neither the deferrals nor the earnings distributed on the deferrals will be taxable to you. If the distribution is not a qualified distribution, then the portion of the distribution representing the Roth deferrals will not be taxable to you, but the portion of the distribution representing earnings on the Roth deferrals will be taxable to you in the year you receive the distribution. You may not roll over to an IRA any part of a distribution which includes Roth deferrals or earnings thereon.

Federal Income Tax Withholding. If you receive, rather than roll over, the distribution, you may elect whether to have federal income tax withholding apply to your death benefit distribution. If you do not wish to have any income taxes withheld on your distribution, or you wish to have an amount other than 10% withheld, you will need to sign and date IRS Form W-4P, checking the box opposite line 1. The Plan Administrator will provide you with Form W-4P. If you do *not* return the Form W-4P to the Plan Administrator prior to the distribution, the Plan Administrator will treat the failure to return the form as an *affirmative election* to have 10% withholding apply.

Special tax treatment if the deceased participant was born before 1936. If your distribution is a "lump-sum distribution," and the deceased participant was born before 1936, you may elect special tax treatment. A lump-sum distribution is payment of your entire death benefit (including any nontaxable portion of your distribution) under the Plan (and certain similar plans maintained by the Employer) made within one calendar year.

Ten-year averaging. If you receive a lump-sum distribution and the deceased participant was born before 1936, you can make a one-time election to figure the tax on the lump-sum distribution under "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, the deceased participant was born before 1936 *and* the deceased participant was a participant in the Plan before 1974, you may elect to have the part of your lump-sum distribution attributable to the deceased participant's pre-1974 participation taxed as long-term capital gain at a rate of 20%.

Income averaging election and limitations. You may elect special tax treatment, known as income averaging, by filing IRS Form 4972 with your income tax return. The instructions to Form 4972 provide further details regarding the reporting of your lump-sum distribution and describe the rules for determining whether a distribution qualifies as a lump-sum distribution. As a general rule, you may not elect income averaging for a lump-sum distribution if the participant elected income averaging with respect to a prior lump-sum distribution he/she received after December 31, 1986, or after he/she had attained age 59 1/2. You may not elect income averaging if the participant rolled amounts into this Plan from a 403(b) plan, from a governmental 457 plan or from an IRA not originally attributable to a qualified employer plan. You also may not elect income averaging if the participant previously rolled over another distribution from the Plan.

Government publications. IRS Publication 575 and IRS Publication 590 provide additional information about the tax treatment of plan distributions and rollovers. These publications are available from your local IRS office, on the IRS's Internet Website at www.irs.gov, or by calling 1-800-TAX-FORMS.

Employer Securities. The Code provides a special rule for a distribution which includes Employer securities *(i.e.*, stock of the Employer). In order to take advantage of this special rule (1) the distribution must qualify as a lump-sum distribution, or (2) the Employer stock must be attributable to after-tax employee contributions. Under this special rule, you have the option of not paying the 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 the Plan held the stock. For example, if the Employer contributed Employer stock to the deceased participant's account when the stock was worth $500 but the stock is worth $800 when you receive it, you could elect not to pay the tax on the $300 increase in value until you later sold the stock.

Election against special rule. You may elect not to have the special rule apply to net unrealized appreciation. If you elect not to apply the special rule, your net unrealized appreciation is taxable in the year of distribution. If you receive Employer stock in a distribution which qualifies as a lump-sum distribution, the income averaging election also may apply. See IRS Form 4972 for additional information on these rules.