

REQUEST FOR DISTRIBUTION

Account Number **SF 51069**

Participant's Name _____

Social Security # _____ Marital Status: Married Not Married or Legally Separated

Participant's Address _____

Reason: Attainment of Age 59½ _____ / _____ / _____
 Termination (Retirement) _____ / _____ / _____
 Disability _____ / _____ / _____

ELECTION OF OPTIONS

Account balances of \$5,000 or less must be paid in a One-Sum Cash Payment or Direct Rollover.

I elect to have the following form of benefit of my total vested account balance in the Plan:

Continuation of Account: Defer distribution of my vested account balance. I may request payment at any time by completing a Benefit Election form and until such payment; I control investment selection over my account.

One-Sum Cash Payment: Direct payment to me of my vested account balance: All or \$ _____ net, gross) my total vested account balance as a direct payment to me.

Direct Rollover: Payment to my traditional IRA my new employer's plan
Pay: my total account balance my taxable portion only; the remainder as a cash payment to me
Name and address of financial institution or plan trustee to whom the rollover check should be issued:
Name: _____
Address: _____

Installment Payments: Periodic payments from my account to start the first day of _____, _____ (enter month and year), and the rest of the vested account should remain as presently invested.
Payments are to be made: Monthly Quarterly Semi-Annually Annually
a. For a Fixed Period of _____ years
b. For a Fixed Amount of \$ _____
c. For the maximum period allowed by law:
Life Expectancy: my life only my and my spouse's life (spouse's birth date _____ / _____ / _____)
Calculation Method: term certain (at time of first payment) recalculation (annually)
[Note: Life expectancy and calculation method cannot be changed once elected.]

Deferred Annuity: An annuity purchased from MassMutual and payable at my earliest retirement age. The beneficiaries I previously designated continue under the Deferred Annuity. Primary Beneficiary's Social Security Number _____ (Attached separate sheet with numbers if more than one beneficiary). I understand that the annuity cannot be revoked until my earliest retirement age at which time I may elect any available form of benefit.

TAX WITHHOLDING Complete this Section if you elected One-Sum Cash Payment, Rollover or Installments

FEDERAL WITHHOLDING: Distributions of pre-tax contributions, plus interest on all contributions, are subject to Federal income tax. Federal income tax law requires that 20% of the taxable amount of a distribution be withheld, unless the payment is directly rolled over to an eligible employer plan or a traditional IRA. Installments and annuities payable over life, life expectancy or 10 years or more are not eligible to be rolled over, and you have the choice to have Federal income tax withheld (if no election is made, MassMutual Retirement Services will withhold Federal income tax). Please read the attached Special Tax Notice. Contact your tax advisor or the IRS if you have any questions concerning tax withholding.

- One-Sum Cash Payment/Rollover/Installments of Less than 10 Years:** I read the Special Tax Notice and:
- Withholding does not apply as I have directly rolled over the entire taxable payment.
 - Deduct the 20% mandatory Federal income tax withholding from the taxable portion of my payment.
 - Deduct the 20% mandatory Federal income tax withholding from the taxable portion of my payment and withhold an additional amount of \$_____.

- Installments of 10 Years or More:** I elect to have Federal income tax: not withheld withheld. If "withheld" is elected, complete below (refer to IRS instruction for Form W-4P for more information):
- a. Single Married Married, but withhold at the higher single rate
 - b. Number of allowances _____.
 - c. I want the following additional amount withheld from each payment: \$_____

STATE WITHHOLDING: State income tax is withheld as noted below. For additional information, contact your state's Department of Revenue.

- **No Withholding:** Residents of states without state income tax (Alaska, Florida, Nevada, South Dakota, Texas, Washington and Wyoming) or no withholding provisions Arizona (for one-sum cash payments), Colorado, District of Columbia, Hawaii, Idaho, Michigan (for one-sum cash payments), Mississippi, New Hampshire, North Dakota, Pennsylvania, Rhode Island, Tennessee and West Virginia must leave this section blank.
- **Required Withholding:** Residents of Iowa, Kansas, Maine, Massachusetts, North Carolina, Oklahoma, or Vermont who have Federal income tax withheld will have state income tax withheld from the taxable portion of a payment over the state's minimum amount. You may elect an additional amount to be withheld in Box 1. Residents of Iowa, Maine, Oklahoma, and Vermont who do not have Federal income tax withheld may elect to have state tax withheld in Box 1.
- **Required but may Elect Out:** Residents of California, Georgia (for installment/annuity payments exceeding 10 years), Oregon, or Virginia will have state tax withheld from the taxable portion of a payment over the state's minimum amount, unless Box 2 is checked. You may elect an additional amount to be withheld in Box 1.
- **Voluntary Withholding:** Residents of all other states may elect to have state tax withheld by completing Box 1.
 - 1. **Additional or Voluntary Withholding:** I want \$_____ (enter whole dollar amount) withheld from my payment for state income tax in addition to any required withholding.
 - 2. **No Withholding:** I do not want state income tax withheld from my payment.

SIGNATURES

I understand there may be a charge for each check issued or a one-time installment or annuity set-up fee deducted from my Account balance and, if all required items are not completed on this form, payment will be delayed.

_____/_____/_____
 Participant's Signature Date

_____/_____/_____
 Plan Administrator's Signature Date

SPECIAL TAX NOTICE

This Notice explains how you can continue to defer federal income tax on your retirement savings in the Plan and contains important information you will need before you decide how to receive your Plan benefits.

This Notice is provided to you by your 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 your Plan Administrator to an IRA or an eligible employer plan. A rollover is a payment by you or the Plan Administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account (formerly known as a education IRA). An “eligible employer plan” includes a plan qualified under Section 401(a) of the Internal Revenue Code, including a 401(k) plan, a profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a Section 403(a) annuity plan; a Section 403(b) tax-sheltered annuity; and an eligible Section 457(b) plan maintained by a governmental employer (governmental 457 plan).

An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also find out about any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distribution, such as after-tax or designated Roth amounts. If this the case, and your distribution includes after-tax and/or designated Roth amounts, you may wish instead to roll your distribution over to a traditional IRA, or, for designated Roth amounts, a Roth IRA, or split your rollover amount between the employer plan in which you will participate and an 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 OF SPECIAL TAX NOTICE

There are two ways you may be able to receive a Plan payment that is eligible for rollover: (1) certain payments can be made directly to an IRA or to an eligible employer plan that will accept it and hold it for your benefit (“DIRECT ROLLOVER”) or (2) the payment can be PAID TO YOU.

For 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, for designated Roth amounts, a Roth IRA, or to an eligible employer plan that accepts your rollover. Your payment cannot be rollover over to a SIMPLE IRA, or a Coverdell Education Savings Account.
- If your benefit under the Plan is subject to a mandatory cashout rule, absent your election otherwise, the Plan Administrator may be required to direct your payment to a traditional IRA or, for designated Roth amounts, a Roth IRA it establishes for you. If your payment is subject to this rule, your Plan Administrator is required to let you know and to provide you with information regarding the IRA(s) to be established on your behalf.
- The taxable portion of your payment will be taxed later when you take it out of the traditional IRA. the eligible employer plan, or, for nonqualified Roth distributions, the Roth IRA. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Plan.

If you choose to have a Plan payment that is eligible for rollover PAID TO YOU:

- You will receive only 80% of the taxable amount of the payment, because the Plan Administrator is required to withhold 20% of that amount and send it to the IRS as income tax withholding to be credited against your taxes.
- The taxable amount of your payment will be taxed in the current year unless you roll it over. Under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe. However, if you receive the payment before age 59½, you may have to pay an additional 10% tax.
- You can roll over all or part of the payment by paying it to your traditional IRA, or, for designated Roth amounts, to your Roth IRA, or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The taxable amount rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan. With respect to designated Roth amounts rollover over to a Roth IRA, the taxable portion will not be taxed unless you take a nonqualified Roth Distribution.
- If you want to roll over 100% of the payment to an IRA or an eligible employer plan, you must find other money to replace the 20% of the taxable portion that was withheld. If you roll over only the 80% that you received, you will be taxed on the 20% that was withheld and that is not rolled over. If your payment includes nontaxable amounts, you may roll over the nontaxable portion to a traditional IRA or, for designated Roth amounts, a Roth IRA.

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 the 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 on your benefit election form 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.

DETAILED INFORMATION

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

TRADITIONAL AFTER-TAX AND DESIGNATED ROTH CONTRIBUTIONS. If you made traditional after-tax and/or designated Roth contributions to the Plan, these contributions may be rolled to certain employer plans that accept rollovers of the after-tax and/or designated Roth contributions. In addition, traditional after-tax contributions may be rolled over to a traditional IRA and designated Roth contributions may be rolled over to a Roth IRA. The following rules apply:

- a. **Rollover into an IRA.** You can roll over your after-tax contributions into a traditional IRA and designated Roth contributions to a Roth IRA either directly or indirectly. Your Plan Administrator should be able to tell you how much of your payment is the taxable portion and how much is the after-tax or designated Roth portion. If you roll over these amounts to a traditional or Roth IRA, it is your responsibility to keep track of, and report to the Service on the applicable forms, the amount of these after-tax and/or designated Roth contributions. This will enable the nontaxable amount of any future distributions from the IRA to be determined. Once you roll over your after-tax and/or designated Roth contributions to a traditional and/or Roth IRA, as applicable, those amounts CANNOT later be rolled over to an employer plan.
- b. **Effective through 12/31/2006: Rollover into an Employer Plan.** You can roll over after-tax contributions and/or designated Roth 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 after-tax employee contributions (plus earnings) and designated Roth contributions (plus earnings). You can also roll over after-tax contributions from a Section 403(b) tax-sheltered annuity to another Section 401(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 after-tax employee contributions (plus earnings) and designated Roth contributions (plus earnings). You CANNOT roll over after-tax contributions or designated Roth contributions to a governmental 457 plan. If you want to roll over your after-tax contributions 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.

Effective Starting 01/01/2007: Rollover into an Employer Plan. You can roll over after-tax contributions and/or designated Roth contributions from an employer plan that is qualified under Code section 401(a), a section 403(a) annuity plan or a section 403(b) tax-sheltered annuity to another employer plan, annuity plan and/or tax-sheltered annuity using a direct rollover if the other plan or annuity provides separate accounting for amounts rolled over, including separate accounting for the 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.

The following types of payments cannot be rolled over:

PAYMENTS SPREAD OVER LONG PERIODS. You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for (1) your lifetime (or a period measured by your life expectancy), or (2) your lifetime and your beneficiary's lifetime (or a period measured by your joint life expectancies), or (3) a period of ten 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 Part III below. Ask the Plan Administrator of this Plan if distribution of your loan qualifies for rollover treatment.

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

II. DIRECT ROLLOVER

A **DIRECT ROLLOVER** is a direct payment of the amount of your Plan benefits to an IRA or an eligible employer plan that will accept it. You can choose a direct rollover of all or any portion of your payment that is an eligible rollover distribution, as described above. You are not taxed on any taxable portion of your payment for which you choose a direct rollover until you later take it out of the traditional IRA or eligible employer plan, or, for Roth amounts, take a nonqualified Roth distribution from an eligible employer plan or Roth IRA. In addition, no income tax withholding is required for any taxable portion of your Plan benefits for which you choose a direct rollover. The plan may not permit you to choose a direct rollover if your distributions for the year are less than \$200.00.

DIRECT ROLLOVER TO AN IRA. You can open an IRA to receive the direct rollover. If you choose to have your payment made directly to an 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 and/or Roth IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish an IRA to receive the payment. However, in choosing an IRA, you may wish to consider whether the IRA you choose will allow you to move all or a part of your payment to another IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on traditional and Roth IRAs (including limits on how often you can roll over between IRAs).

DIRECT ROLLOVER TO A PLAN. If you are employed by a new employer that has an eligible employer plan, and you want a direct rollover to that plan, ask the plan administrator of that plan whether it will accept your rollover. Also, if you have designated Roth contributions, ask whether the plan will accept Roth amounts. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a direct rollover to an IRA. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

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

CHANGE IN TAX TREATMENT RESULTING FROM A DIRECT ROLLOVER. The tax treatment of any payment from the eligible employer plan or IRA receiving your direct rollover might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1936, you might be entitled to ten-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a Section 403(b) tax-sheltered annuity, a governmental 457 plan, or a traditional IRA in a direct rollover, your benefit will no longer be eligible for that special treatment. See the sections below

entitled “Additional 10% Tax if You Are Under Age 59½” and “Special Tax Treatment if You Were Born Before January 1, 1936.”

III. PAYMENT PAID TO YOU

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

MANDATORY INCOME TAX WITHHOLDING. If any portion of your payment can be rolled over under Part I above and you do not elect to make a direct rollover, the Plan is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal income tax withholding. For example, if you can roll over a taxable payment of \$10,000 only \$8,000 will be paid to you because the Plan must withhold \$2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see “Sixty-Day Rollover Option” below), 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.

VOLUNTARY INCOME TAX WITHHOLDING. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, 10% will be taken out of this portion of your payment for federal income tax withholding. To elect out of withholding, ask the Plan Administrator for the election form and related information.

SIXTY-DAY ROLLOVER OPTION. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to an IRA or to an eligible employer plan that accepts rollovers. If the distribution includes after-tax and/or designated Roth contributions, the non-taxable amount may only be rolled over with 60 days to a traditional IRA (for after-tax amounts) and a Roth IRA (for Roth amounts). If you decide to roll over you must contribute the amount of the payment you received to an IRA or an 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, the eligible employer plan, or, if it is a nonqualified Roth Distribution, the Roth IRA. You can roll over up to 100% of your payment that can be rolled over under Part I above, including an amount equal to the 20% of the taxable portion that was withheld. If you choose to roll over 100%, you must find other money within the 60-day period to contribute to the IRA or to 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. For designated Roth amounts, if you decide to roll over less than 100% of these amounts, the amount rolled over to the Roth IRA will be considered to first consist of the taxable portion of the designated Roth amounts.

EXAMPLE 1: The taxable portion of your payment that can be rolled over under Part I above is \$10,000, and you choose to have it paid to you. You will receive \$8,000, and \$2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$8,000, you may roll over the entire \$10,000 to a traditional IRA or an eligible employer plan. To do this, you roll over the \$8,000 you received from the Plan, and you will have to find \$2,000 from other sources (your savings, a loan, etc.). In this case, the entire \$10,000 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire \$10,000, when you file your income tax return you may get a refund of part or all of the \$2,000 withheld. If, on the other hand, you roll over only \$8,000, the \$2,000 you did not roll over is taxed in the year it was withheld. When you file your income tax return you may get a refund of part of the \$2,000 withheld. (However, any refund is likely to be larger if you roll over the entire \$10,000).

EXAMPLE 2: Your payment will consist of designated Roth amounts of \$10,000. Of this amount, \$7,500 represents the nontaxable portion of your designated Roth account. The remaining \$2,500 is subject to federal income tax withholding. Thus, you will receive \$9,500 and \$500 (20% times \$2,500) will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$9,500, you may roll over the entire \$10,000 to a Roth IRA. However, should you elect to roll over \$9,500, as the amount rolled over is considered to first consist of the taxable portion of the distribution, the nontaxable portion of the amount rolled over to the Roth IRA will be \$7,000 not \$7,500. When you file your income tax return, you may get a refund of part or all of the \$500 withheld.

ADDITIONAL 10% TAX IF YOU ARE UNDER AGE 59½. If you receive a payment before you reach age 59½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over

your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) dividends paid with respect to stock by an employee stock ownership plan (ESOP) as described in Code Section 404(k), (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order or (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 payment from a plan qualified under Section 401(a) or a Section 403(a) annuity plan that can be rollover over under Part I and you do not roll it over to a traditional IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a "lump sum distribution," it may be eligible for special tax treatment. (See also "Employer Stock or Securities", below). A lump sum distribution is a payment, within one year, of your entire balance under the Plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59½, or because you have separated from service with your employer (or, in the case of self-employed individual, after you have reached age 59½, or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the Plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is described below.

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

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

EMPLOYER STOCK OR SECURITIES. There is a special rule for a payment from the Plan that includes employer stock (or other employer securities). To use this special rule, 1) the payment must qualify as a lump sum distribution, as described above, except that you do not need five years of plan participation, or 2) the employer stock included in the payment must be attributable to "after-tax" employee contributions, if any. Under this special rule, you may have the option of not paying tax on the "net unrealized appreciation" of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by the Plan. For example, if employer stock was contributed to your Plan account when the stock was worth \$1,000 but the stock was worth \$1,200 when you received it, you would not have to pay tax on the \$200 increase in value until you later sold the stock. You may instead elect not to have the special rule apply to the net unrealized appreciation. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock. The stock can be rolled over to an IRA or another eligible employer plan, either in a direct rollover or a rollover that you make yourself. Generally, you will no longer be able to use the special rule for net unrealized appreciation if you roll the stock over to an 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 distribution

described above (such as 10-year averaging) also may apply. See IRS Form 4972 for additional information on these rules.

If a qualified Roth distribution includes employer securities, the distribution is not includible in gross income and the basis of each security distributed is the fair market value of the security on the date of distribution. In such case, you will receive capital gains treatment when you subsequently sell the security, to the extent of any post distribution appreciation.

REPAYMENT OF PLAN LOANS. If your employment ends and you have an outstanding loan from your Plan, your employer may reduce (or “offset”) your balance in the Plan by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a traditional IRA within 60 days of the date of the offset. If the amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the Plan, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan offset. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities). The amount of a defaulted plan loan that is a taxable deemed distribution cannot be rolled over.

IV. SURVIVING SPOUSES, ALTERNATIVE PAYEES, AND OTHER BENEFICIARIES

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

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

Effective through 12/31/2006: If you are a beneficiary other than the surviving spouse or an alternate payee, you CANNOT choose a direct rollover, and you CANNOT roll over the payment yourself.

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.

If you are a surviving spouse, an alternative payee, or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, even if you are younger than age 59½. If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Part III above. If you receive a payment because of the employee’s death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had 5 years of participation in the Plan.

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 described above are complex and contain many conditions and exceptions that are not included in this Notice. Therefore, you may want to consult with the Plan Administrator or a professional tax advisor BEFORE you take a payment of your benefits from 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.