

Withdrawal Request Form

Governmental 457(b) OBRA and non-OBRA

Use this form if you want to request from your Plan account:

- a cash payment
- a direct rollover to an eligible retirement plan or IRA
- transfer to purchase Permissive Service Credit under a governmental defined benefit plan, if the plan permits
- direct payment of Qualified Health Insurance Premiums, if the plan permits
- a transfer to another provider within this Plan or to another 457(b) plan

Do not use this form if you want to request:

- a required minimum distribution (RMD) (use the *Required Minimum Distribution Request Form*.)
- to establish a beneficiary account following the death of a plan participant (use the *Beneficiary Election Form*.)
- installment payments (if your Plan allows, use the *Systematic Withdrawal/Installment Payment Option Request Form*.)
- a distribution pursuant to a QDRO and have not yet established an account in your name (use the *QDRO Assignment Authorization Form*.)
- you want to request an annuity (if your Plan offers annuity payments, use the *Annuity Request Form*.)
- an unforeseeable emergency withdrawal (if your Plan allows, use the *Unforeseeable Emergency Withdrawal Request Form*.)

Questions?

Call
MassMutual's Customer
Service Center
1-800-528-9009

Fax
877-526-2531 or
800-678-8645

Online
www.massmutual.com/govnp

MassMutual Retirement Services will not process this form until it is received in good order. Please see the *Important Information* Section for information on "Good Order" requirements.

Section A - Plan Information (required)

Group No.	Plan Name
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Section B - Participant Information (required)

SSN	Participant Name	Date of Birth	
* Legal Address		Email	
City	State	Zip Code	Daytime Phone Number

*We will change your account information to reflect the Legal Address above and all future mailings will be sent to this address unless changed by you or your Plan Administrator as described under "Stale Address" in the *Important Information* Section.

Section C - Reason for Distribution (required)

PLEASE SELECT ONE REASON AND PROVIDE A DATE IF REQUESTED

- Severance from Service (Date) _____
- Retirement (Date) _____
- Beneficiary (beneficiary account must have already been established)
- QDRO Alternate Payee (alternate payee account must have already been established). For a QDRO indicate if the Alternate Payee is a:
- Spouse or Former Spouse Non-Spouse - The participant must also complete a *Non-Spouse Withholding Authorization Form*.

If the Plan permits and you are actively employed, you may take a withdrawal for one of the following reasons: There may be other reasons you may be able to take a withdrawal from the Plan. Check availability with your Plan Administrator.

- Withdrawal of Rollover source
- Attainment of age 70½
- Transfer to purchase Permissive Service Credit for governmental employees under a defined benefit plan
- Transfer to another provider within this Plan or to another 457(b) plan
- Direct payment of Qualified Health Insurance Premiums (refer to the *Important Information* Section for details.)

Severance from Service/Retirement Date _____

Section D - Payment Amount (required)

I hereby elect my account balance be distributed as a: (Make a selection in 1 or 2 below)

1. **Cash Payment to me:** (Select one below)

- Lump Sum full distribution
- Partial distribution of \$ _____ or _____ % (whole percentages only) and leave the remainder of my account in the Plan (if Plan permits).

Please be aware that when requesting a specific dollar amount that you take into consideration that the payment will be reduced by all applicable federal and state income taxes. See Section E, Source of Payment for Partial Withdrawals.

2. **Direct Rollover or Transfer** to the institution named in Payment Instructions Section F (Select one below) Check with your Plan and financial institution for minimum amounts.

- Directly roll over or Transfer my entire account balance.
- Partial Direct Rollover or Transfer of my account: \$ _____ or _____ % (whole percentages only) and leave the remainder of my account in the Plan (if Plan permits).
- Partial Direct Rollover or Transfer of my account: \$ _____ or _____ % (whole percentages only) and pay to me the remaining account balance in a Cash Payment.
- Pay me a Cash Payment of my account: \$ _____ or _____ % (whole percentages only) and directly roll over or Transfer the remaining account balance.

Please be aware that when requesting a specific dollar amount that you take into consideration that the payment will be reduced by all applicable federal and state income taxes. See Section E, Source of Payment for Partial Withdrawals.

Section E - Source of Payment for Partial Withdrawals

If you requested a partial withdrawal from your vested account, your payment will be processed pro-rata across all of your contribution sources and investments unless Special Instructions are provided below.

Special Instructions:

Roth Contribution Source Election: If your account contains Roth contributions/rollovers you may, but are not required to, elect a percentage to be taken from the Roth source(s) to satisfy your partial withdrawal.

I hereby elect MassMutual to take _____ % (whole percentage) of my Roth contribution source(s). I understand that if this percentage does not fulfill my withdrawal request, the remaining portion will be taken pro-rata from all other contribution sources. (Default is zero percent (0%) from your Roth contribution source(s) if no election is made.)

Section F - Direct Rollover or Transfer Payment Instructions (Required for Direct Rollovers and Transfers)

1. Direct Rollover

Note: An RMD must be requested prior to the rollover if you are required to receive an RMD because you are retired and age 70½ or older or are a beneficiary.

Please indicate the Financial Institutions to make the check(s) payable for the Direct Rollover transaction requested below.

- a. Non-Roth account only (e.g., pre-tax and employer contributions) to a: (Select one) Traditional IRA Eligible Retirement Plan

Financial Institution Name for Non-Roth Rollovers	Account No.
Financial Institution Address	

- b. Designated Roth account only to one of the following: (Select one)
 Roth IRA Eligible Retirement Plan that accepts Roth rollovers

Financial Institution Name for Roth Rollovers	Account No.
Financial Institution Address	

Note: If your account includes Roth contributions and you have elected a distribution of your entire account in Section D you must name a Financial Institution above or your Roth contributions will be made payable to you in a separate check.

- c. Non-Roth account only to a Roth IRA (i.e., Roth Conversion). I understand that the taxable amount paid from my non-Roth account will be reported on IRS Form 1099-R as taxable income and that I may elect voluntary federal withholding on this amount in Section H, which may be subject to a premature distribution penalty. You should consult with your tax advisor before making this election.

Financial Institution Name for Roth IRA for Conversion	Account No.
Financial Institution Address	

2. Transfer to Purchase Permissive Service Credits

Please indicate the name of the recipient plan to make the check payable and the mailing address.

Plan Name		
Mailing Address	Attention	
City	State	Zip Code

3. Direct Payment to Insurer for Qualified Health Insurance Premiums

Please indicate the insurer or group health plan for qualified health insurance premiums and the mailing address.

Insurer Name		
Mailing Address	Attention	
City	State	Zip Code

4. Transfer to another Provider within this Plan or to another 457(b) Plan

Please indicate the Provider or Plan and mailing address

Provider/Plan Name		
Mailing Address	Attention	
City	State	Zip Code

Section G - Delivery Instructions (complete if applicable)

We will mail a check to you at the legal address provided in Section B unless you select an alternative mailing address below. Note: Checks will be mailed within seven days after the processing date.

Mailing Address		
City	State	Zip Code

You may also select other means for receiving your distribution. Complete the appropriate section below.

- Express mail my check. I understand a \$7.00 fee will be deducted from my distribution for this service. Note: Express mail is not available to a PO Box.
- I am currently enrolled in the Systematic Withdrawal/Installment Payment program. Please send my one time partial withdrawal via the program's instructions that are currently on file.
- Wire transfer my payment. I understand that a \$15.00 fee will be deducted from my distribution for this service; your financial institution may also charge a fee. Note: Your wire will be delayed if you provide invalid wire instructions or account numbers.

Wire Capable ABA No.	Account No.
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As some ABA routing numbers are NOT federal wire capable, please be sure to check with your financial institution for proper wire instructions. Wires to Credit Unions may take more time and have more detailed instructions. You may include detailed wire instructions below or attach them to this form.

Name on Account (must include participant's name)
Additional Crediting Instructions/ participant's account number

Section H - Federal Income Tax Withholding

MassMutual is required to withhold a mandatory 20% for federal income tax on the taxable portion of your benefit being paid to you. You may voluntarily elect to have additional withholding below.

- Withhold the mandatory 20%, plus I voluntarily elect to have additional withholding of \$ _____ OR _____ % (whole % only)
- For my Roth Conversion (Non-Roth to Roth, See Section F), I voluntarily elect to withhold \$ _____ OR _____ % (whole % only)

Note: If you are a non-resident alien or bona fide Puerto Rican resident special withholding rules may apply. Please contact your Plan Administrator.

Section I - State Income Tax Withholding

Skip this Section if you reside in a state with no income tax or withholding on pensions.

The taxable portion of your payment may also be subject to state income tax withholding. If you do not make an election below, state income taxes will only be withheld if required by state law. (Note: If state income taxes are not withheld you are liable for payment of state income tax on your distribution. In certain states you may also be subject to tax penalties under estimated tax payment rules if your payments of estimated tax and withholding, if any, are not adequate.)

Your options for state tax withholding are: (Note: These rules are subject to change at any time. For current tax information pertaining to your resident state, please contact your tax advisor or your state income tax department.)

AR, DC, DE, IA, KS, ME, MD, MA, NC, NE, OK, VT, VA	These states require mandatory state withholding if federal taxes are withheld. MassMutual is required to withhold based on state law. You may not elect out of state income tax withholding.
CA, OR	These states require mandatory state withholding. MassMutual is required to withhold state income taxes based on state law unless you elect out of withholding: <input type="checkbox"/> I elect no state income tax withholding.
MI	This state requires mandatory state withholding. MassMutual is required to withhold state income taxes based on state law unless you provide alternate withholding instructions by completing a Michigan Withholding Certificate (<i>MI W-4P Withholding Certificate for Michigan Pension and Annuity Payments</i>) and submitting it with this form.
AL, AZ, CO, CT, GA, ID, IL, IN, KY, LA, MN, MS, MO, MT, NJ, NM, NY, ND, OH, PA, RI, SC, UT, WV, WI	These states permit voluntary income tax withholding. You may voluntarily elect state withholding by providing an election below: I voluntarily elect to withhold an amount of: \$ _____ <u>OR</u> _____ % (whole % only)

Section J - Participant Certification and Authorization (required)

I hereby instruct the Plan to distribute my account balance in the manner indicated on this form and understand that my election is irrevocable once processed. I certify that all the information I provided on this form is true and accurate to the best of my knowledge and belief. I understand that providing false or misleading information on this form may constitute fraud and be subject to severe penalties. I acknowledge that:

- I understand that a contingent deferred sales charge or surrender charge may apply.
- I have received and read the *Distribution Notice* and *Special Tax Notice* and the *Important Information* Section of this form.
- If I elected a Direct Rollover, I have verified that the IRA institution and/or eligible retirement plan will accept the rollover and have completed the applicable paperwork with the receiving institution or plan.
- If I elected a Transfer (to purchase permissive service credit or provider-to-provider) I have verified that the retirement plan and/or Trustee will accept the transfer and have completed the applicable paperwork with the receiving plan or Trustee.
- I have reviewed the state income tax withholding rules in Section I and the attached Fraud Warning Statements, as applicable to my state. I understand that the state income tax withholding rules described in Section I and the attached Fraud Warning Statements may have changed.
- I consent to an immediate distribution and affirmatively waive the minimum 30-day notice waiting period.

Note: If the check associated with this request is returned to MassMutual by the U.S. Postal Service as undeliverable, we are unlikely to resend it until you provide us with your updated address. Failure to provide us with your current and valid address may result in the check being considered abandoned property under the laws of the State where the check was mailed (unless preempted by ERISA).

Note: You may receive confirmation of your distribution prior to receiving your check.

Participant's Signature

Date

Section K - Plan Administrator Certification and Authorization (required)

As Plan Administrator or an authorized representative of the Plan, I hereby direct MassMutual and to distribute from the Plan's group annuity contract or funding agreement as a withdrawal from the participant's account the amount necessary to pay the benefit in the manner indicated in this form in accordance with the terms of the Plan and participant election. I have verified the Participant Information and Distribution Reason and certify that it is true and accurate to the best of my knowledge and that I have obtained any spousal consent for distribution forms (and, if applicable, provided the participant with a *Qualified Joint and Survivor Annuity Notice Form* and received applicable consent) that may be required by the Plan and/or ERISA and the Internal Revenue Code. If the participant has attained age 70½ and retired or the beneficiary has elected a direct rollover, I certify that this year's RMD has been distributed. I acknowledge that this form does not constitute a delegation by the Plan Administrator of, and the Plan Administrator has not otherwise delegated, its federal income tax withholding duties and liabilities under §3405 of the Internal Revenue Code of 1986, as amended, to the Recordkeeper and that the Recordkeeper is acting as independent contractor of the Plan Administrator or Service Provider in making payments in accordance with these instructions. The Plan Administrator confirms that it is responsible for ensuring that state income tax is withheld in accordance with current state law, and hereby directs MassMutual to withhold state tax, as applicable, in the manner provided on this form. The Plan Administrator confirms that it has reviewed its Plan document to confirm that the requested distribution is in fact permitted and assumes all responsibility for any consequences that result from such distribution, including any correction or disqualification that results from an impermissible distribution. I have reviewed the Plan document as well as the Plan's group annuity contract or funding agreement, and I, and not MassMutual, have made the determination that the participant is eligible under the terms of the Plan and contract to receive this distribution. In the event that the distribution is at any time determined to have been impermissible under the terms of the Plan or contract and applicable qualified plan rules, I agree that MassMutual and its affiliates shall have no responsibility, financially or otherwise, for any associated correction, costs, taxes, fees, expenses, charges, fines, penalties, excise taxes or any other related amount.

*Please note this signature is not required if the participant is currently receiving SWO/IPO payments and is simply requesting a one time partial withdrawal. This payment will be made by the method (check or EFT) already in place.

1. I authorize and direct this distribution to the participant.
2. I authorize and direct this Mandatory Distribution to the participant in accordance with the plan provisions.

Please be sure the below signatory is on record as an authorized signer for your Plan at MassMutual.

Authorized Plan Signatory/ Representative's Signature

Date

Authorized Plan Signatory/ Representative's Name (please print)

Completed and signed forms in "good order" may be Faxed to 877-526-2531 or 800-678-8645 or mailed to:

Regular Mail Address:
MassMutual Retirement Services
P.O. Box 1583
Hartford, CT 06144-1583

Overnight Mail Address:
MassMutual Retirement Services
1 Griffin Road North
Windsor, CT 06095-1512

Note: Duplicate requests for distribution, such as a fax followed by a mailed original, may result in multiple distributions. MassMutual will not be responsible for any increase or decrease in account value based on investment performance or charges that arise from multiple submissions.

Section L - Important Information

Good Order - "Good Order" means that all sections of the form are complete, the participant has provided their signature authorizing the transaction (if required) and the Plan Sponsor has provided their signature authorizing MassMutual to process the transaction requested on the form.

Loans - If you have an outstanding loan balance, your loan note and/or your employer's loan program may provide that your loan balance will be due and payable upon termination of employment. Please contact the Plan Administrator to learn the rules that apply to your Plan. Any outstanding loan principal and due but unpaid interest will be tax reported as taxable income, except for any portion of the loan's principal that is secured by employee after-tax contributions. The taxable portion of the loan and cash distribution, if any, will be combined to calculate federal and, if applicable, state income tax withholding.

MassMutual - MassMutual Retirement Services (MMRS) is a division of Massachusetts Mutual Life Insurance Company (MassMutual) and its affiliated companies and sales representatives.

Stale Address - It is important that you notify us if you change your address. Going forward, your address may change in our records either at your or your employer's direction, or as a result of an address confirmation service provided under our agreement with your employer. Under this service, the addresses in our records are compared against and updated quarterly with addresses received from commercial address update services (e.g., the U.S. Postal Service). If your mail is returned to us or your employer tells us your address is incorrect, we are likely to suspend future mailings until a new address is obtained. Unless preempted by federal law, failure to give us a current address may also result in uncashed distributions from your participant account being considered abandoned property under state law, and remitted to the applicable state. To update your address, contact your Plan Administrator or, if permitted by your Plan, log in to our website at www.massmutual.com/govnp and select the "My Profile" tab at the top of the screen.

Qualified Health Insurance Premiums - If you are an eligible retired public safety officer (law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew), you can elect to exclude from income distributions made from the Plan that are used to pay the premiums for accident or health insurance or long-term care insurance. The premiums can be for coverage for you, your spouse, or dependents. If the Plan permits this type of distribution, it must be made directly from the Plan to the insurance provider. You can exclude from income the smaller of the amount of the insurance premiums or \$3,000. You can only make this election for amounts that would otherwise be included in your income. The amount excluded from your income cannot be used to claim a medical expense deduction.

Fraud Warning Statements

The following states require insurance applicants to acknowledge a fraud warning statement specific to that state. Please refer to the specific fraud warning statement for your state as indicated below. If your state is not separately listed, please refer to the NAIC Model Fraud Statement below.

NAIC Model Fraud Statement: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

Alabama - Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or who knowingly presents false information in an application for insurance is guilty of a crime and may be subject to restitution fines or confinement in prison, or any combination thereof.

Arkansas - Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

Colorado - It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Services.

District of Columbia - Warning: It is a crime to provide false or misleading information to an insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

Florida - Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

Indiana - A person who knowingly and with intent to defraud an insurer files a statement of claim containing any false, incomplete, or misleading information commits a felony.

Kentucky - Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime.

Louisiana - Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

Maine - It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties may include imprisonment, fines or a denial of insurance benefits.

Maryland - Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

Minnesota - A person who files a claim with intent to defraud or helps commit a fraud against an insurer is guilty of a crime.

New Hampshire - Any person who, with a purpose to injure, defraud or deceive any insurance Company, files a statement of claim containing any false, incomplete or misleading information is subject to prosecution and punishment for insurance fraud, as provided in RSA 638:20. However, the lack of such a statement shall not constitute a defense against prosecution under RSA 638:20.

New Jersey - Any person who knowingly includes any false or misleading information on an application for an insurance policy, or files a statement of claim containing any false or misleading information, is subject to criminal and civil penalties.

New York - Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime, and shall also be subject to a civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.

Ohio - Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement, is guilty of insurance fraud.

Oklahoma - Warning: Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

Pennsylvania - Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties.

Tennessee - It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines and denial of insurance benefits.

DISTRIBUTION NOTICE

The Plan is required to provide you with information that explains your distribution options and the federal income tax implications of a Plan distribution prior to the receipt of assets from your account. As a Plan participant you must receive these notices (the "Distribution Notice" and the "Special Tax Notice" enclosed) at least thirty (30) days prior to your distribution. If you received the notice more than one hundred eighty (180) days prior to taking a distribution, you must receive either a new notice or a notice summary. You have the ability to waive the remaining unexpired notice period if you elect a payment from the Plan prior to the expiration of the 30 day period. Please note that the value of your account will continue to increase or decrease based on market performance until it is distributed or forfeited, as appropriate, in its entirety.

Your Right to Defer Distribution and Direct Account Investments.

If you have terminated employment and your balance in the Plan is over \$5,000, you may choose to defer the distribution of your account until a later date. If you elect to defer the distribution of your account, you may continue to direct the investment of your account among the investment options offered by the Plan. Your account will continue to be subject to market fluctuation based upon its investment. For more information on the investment options available under the Plan, please consult your Plan enrollment kit, log on to your internet account or contact your Plan Administrator.

Your Ability to Rollover Your Account.

You may elect to have the balance of your account paid to you directly or to the custodian or trustee of another eligible retirement plan (including an IRA). Please note that the taxable portion of the distributed amount will be included in your taxable income at the

time of the distribution (unless you elect to directly rollover the balance) and will no longer be invested in the investment options available under the Plan. The attached *Special Tax Notice* explains the federal income tax consequences of eligible rollover distributions and the types of retirement plans which may receive such distributions.

Your Consent Not Required for Distribution of De Minimus Amounts.

The Plan may pay out certain account balances below \$5,000 without your consent in accordance with the terms of the Plan, which are described in the Plan's Summary Plan Description ("SPD"). If your account balance is below \$5,000 and otherwise subject to the Plan's cash-out provisions, the Plan may pay a distribution of your account balance to you or to an eligible retirement plan on your behalf as determined by the Plan Administrator. However, in such event the Plan will notify you of the pending distribution and you may generally elect to rollover the distribution. **All notices will be sent to your address of record on file with the**

Plan; if you move please inform the Plan of your new address to ensure that you continue to receive these important materials.

You should consult with a tax advisor prior to requesting a distribution to determine the financial impact of each form of distribution.

Your Plan's Distribution Option(s)

The distribution options offered in your Plan are described in the Plan's SPD and/or in a Summary of Material Modifications ("SMM"). If your plan requires that you (and your spouse, if you are married) consent to any distribution that is not in the form of a qualified annuity, you must also be provided with a notice describing this annuity form of benefit and the procedures for waiving it, if you would prefer an alternate form of benefit. The SPD and SMM also contain information describing the form and timing of distribution payments. Please contact your Plan Administrator to request a copy of the SPD and/or SMM.

SPECIAL TAX NOTICE YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the Plan is eligible to be rolled over to an IRA or an employer plan; or if your payment is from a Designated Roth Account (a type of account with special tax rules in some employer plans), to a Roth IRA or Designated Roth Account in an employer plan. This notice is intended to help you decide whether to do such a rollover.

This notice describes the rollover rules that apply to payments from the Plan. To the extent that the rules differ based on whether the payment is from a Designated Roth Account or from an account that is not a Designated Roth Account, the differences will be identified in each applicable section of this notice. In addition, if you receive a payment from a Designated Roth Account and a payment from an account that is not a Designated Roth Account in the Plan, you may contact the Plan administrator or the Plan's recordkeeper for assistance in determining the amount that is being paid from each account.

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

General Information About Rollovers

How can a rollover affect my taxes?

Not a Designated Roth Account:

You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59½ and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (unless an

exception applies). However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59½ (or if an exception applies). If you do a rollover to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed; please see the "**If you rollover your payment from an account which is not a Designated Roth Account to a Roth IRA**" section under "Special Rules and Options" below.

Designated Roth Account:

After-tax contributions included in a payment from a Designated Roth Account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your Designated Roth Account, the payment will include an allocable portion of the earnings in your Designated Roth Account.

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

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

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

Please note that if you have after-tax or Roth money in your plan and that money was formerly held by another service provider who did not supply your current service provider with comprehensive account information at the time the funds were transferred to your current service provider, tax reporting of the distribution may be affected.

Where may I roll over the payment?

Not a Designated Roth Account:

You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, no spousal consent rules apply to IRAs and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

Designated Roth Account:

You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a Designated Roth Account in an employer plan (a tax-qualified plan or section 403(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, no spousal consent rules apply to Roth

IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the Designated Roth Account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

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

How do I do a rollover?

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

If you do a direct rollover, the Plan will make the payment directly to your IRA or an employer plan, or if your payment is from a Designated Roth Account, to your Roth IRA or Designated Roth Account in an employer plan. You should contact the IRA or Roth IRA custodian or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit within 60 days in accordance with the following rules:

Not a Designated Roth Account:

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

Designated Roth Account:

You may make a deposit within 60 days into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a

rollover by making a deposit within 60 days into a Designated Roth Account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies). If you do a rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the earnings in your Designated Roth Account.

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

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA).

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

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions?

Not a Designated Roth Account:

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

Designated Roth Account:

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

Exceptions:

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

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least age 50 in the year of the separation
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days

- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA?

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

- There is no exception for payments after separation from service that are made after age 55.
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA of a spouse or former spouse).
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
- There are additional exceptions for: (1) payments for qualified higher education expenses, (2) payments up to \$10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

If I do a rollover to a Roth IRA, will the 10% additional income tax apply to early distributions from the IRA?

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

However, there are a few differences for payments from a Roth IRA, including:

- There is no special exception for payments after separation from service.
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free

transfer may be made directly to a Roth IRA of a spouse or former spouse).

- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
- There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to \$10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?

This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If your payment from an account that is Not a Designated Roth Account includes after-tax contributions

After-tax contributions included in a payment are not taxed. If a payment is only part of your benefit, an allocable portion of your after-tax contributions is generally included in the payment. If you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in a payment.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs).

If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the after-tax contributions. If you do a 60-day rollover to an IRA of only a portion of the payment made to you, the after-tax contributions are treated as rolled over last. For example, assume you are receiving a complete distribution of your benefit which totals \$12,000, of which \$2,000 is after-tax contributions. In this case, if you roll over \$10,000 to an IRA in a 60-day rollover, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions.

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

If you miss the 60-day rollover deadline

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

If your payment includes employer stock that you do not roll over

Not a Designated Roth Account:

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

Designated Roth Account:

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

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

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset.

Not a Designated Roth Account:

The outstanding loan amount will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the loan offset to an IRA or employer plan.

Designated Roth Account:

If the distribution is a nonqualified distribution, the earnings in the loan offset will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the earnings in the loan offset to a Roth IRA or Designated Roth Account in an employer plan.

If you were born on or before January 1, 1936

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

If your payment is from a governmental section 457(b) plan

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

Other differences are that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

If you are an eligible retired public safety officer and your pension payment is used to pay for health coverage or qualified long-term care insurance

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

If you roll over your payment from an account which is not a Designated Roth Account to a Roth IRA

If you roll over the payment from an account which is not a Designated Roth Account to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any aftertax amounts) will be taxed. However, the 10% additional income tax on early distributions will not apply (unless you take the amount rolled over out of the Roth IRA within 5 years, counting from January 1 of the year of the rollover). For payments from the Plan during 2010 that are rolled over to a Roth IRA, the taxable amount can be spread over a 2-year period starting in 2011.

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

You cannot roll over a payment from the Plan that is not from a Designated Roth Account to a Designated Roth Account in a different employer plan.

If you are not a plan participant

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

However, whether a payment from a Designated Roth Account is a qualified distribution generally depends on when the participant first made a contribution to the Designated Roth Account in the Plan.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice.

Not a Designated Roth Account:

If you choose to do a rollover to an IRA, you may treat the IRA as your own or as an inherited IRA.

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

If you treat the IRA as an inherited IRA, payments from the IRA will not be subject to the 10% additional income tax on early distributions. However, if the participant had started taking required minimum distributions, you will have to receive required minimum distributions from the inherited IRA. If the participant had not started taking required minimum distributions from the Plan, you will not have to start receiving required minimum distributions from the inherited IRA until the year the participant would have been age 70½.

Designated Roth Account:

If you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA. A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 59½ will be subject to the 10% additional

income tax on early distributions (unless an exception applies). If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½.

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

Payments under a qualified domestic relations order.

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

If you are a nonresident alien

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

Other special rules

- If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).
- If your payments for the year are less than \$200 (payments from a Designated Roth Account and from accounts that are not Designated Roth Accounts are not aggregated for purposes of the limit), the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you may do a 60-day rollover.
- You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see *IRS Publication 3, Armed Forces' Tax Guide*.

Mandatory Cashout Distributions

Not a Designated Roth Account:

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

Designated Roth Account:

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

FOR MORE INFORMATION

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