

Highmark Companies 401(k) Profit Sharing Plan and Trust

1 Information (about you)

First Name (print)	MI	Last Name	
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	
Social Security Number	Date of Birth (mm-dd-yyyy)	Date of Hire (mm-dd-yyyy)	

Mailing Address*	City	State	Zip
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Phone Number (mobile # preferred)	Email Address	Hours Worked (YTD)
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Marital Status: Married Single

Date of Termination (if applicable) _____

**If your mailing address is different than the address we have on file, you must attach a copy of your driver's license with the updated address and a copy of official mail (e.g. utility or phone bill). Contact 888-700-0808 if you have questions about fulfilling this requirement.*

2 Select type of withdrawal (choose one)

- | | |
|--|---|
| <input type="checkbox"/> Distribution Due to Termination of Employment
<input type="checkbox"/> In-Service Distribution (Non-Hardship) - Must be age 59 ½ | <input type="checkbox"/> In-Service Distribution (Non-Hardship) of Rollover Account only
<input type="checkbox"/> Distribution to a Beneficiary or QDRO (You must submit a death certificate and/or QDRO with this request.) |
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3 Payment Options (choose one)

Before making your selection, read the attached Special Tax Notice Regarding Plan Payments which contains information about your options and your responsibilities. Contact a tax advisor if you have questions.

- Direct payment (taxable) to me of my entire balance:** A check will be mailed to your home address. This is a taxable distribution and will be subject to mandatory federal and state withholding. **Skip to: Section 5 Tax Withholding**
- Direct payment (taxable) to me of a portion of my account:**
 - A distribution from my Pre-Tax Account of \$ _____ or check this box for 100%
 - A distribution from my Roth Account of \$ _____ or check this box for 100%
 - A distribution from my Rollover Account of \$ _____ or check this box for 100%

A check will be mailed to your home address. This is a taxable distribution and will be subject to mandatory federal and state withholding. **Skip to: Section 5 Tax Withholding**
- Rollover my entire account balance to an existing IRA or another retirement plan.**
Skip to Section 4: Rollover Instructions
- Rollover a portion of my account to an existing IRA or another retirement plan:**

A distribution from my Pre-Tax Account of \$_____ or check this box for 100%

A distribution from my Roth Account of \$_____ or check this box for 100%

A distribution from my Rollover Account of \$_____ or check this box for 100%

Skip to Section 4: Rollover Instructions

Combination of Direct payment (taxable) and Rollover (tax-deferred):

Gross amount (pre-withholding) to be paid to me as indicated below, the remaining balance will be rolled over:

From my Pre-Tax Account \$_____

From my Roth Account (to the extent possible) \$_____

– OR –

Rollover \$_____. The remaining balance will be paid as a direct taxable distribution.

For Direct payments, a check will be mailed to your home address. This is a taxable distribution and will be subject to mandatory federal and state withholding.

Complete Section 4: Rollover Instructions and Section 5: Tax Withholding

4 Rollover Instructions

Print carefully; your distribution check will be paid according to the instructions you provide. Be sure to confirm that either your new employer’s plan will accept the rollover or that your IRA has been set up prior to making this request.

FOR NON-ROTH ACCOUNTS: CHOOSE ONE

Traditional IRA or Qualified Plan OR Roth IRA*

MAKE CHECK PAYABLE TO:

Name of financial institution/payee

Reference account number or if applicable Plan ID/Name
(this section is required in order to ensure that your funds are deposited promptly at the receiving institution)

MAIL ROLLOVER CHECK DIRECTLY TO: My address of record OR Directly to my rollover provider at

Contact: _____

Phone Number: _____

**IMPORTANT – if electing to roll Non-Roth funds to a Roth IRA, review the section in the Special Tax Notice entitled “If you rollover your payment to a Roth IRA”. Unless otherwise requested, taxes will not be withheld.*

FOR ROTH ACCOUNTS: CHOOSE ONE

Qualified Plan OR Roth IRA

MAKE CHECK PAYABLE TO:

 Name of financial institution/payee

Reference account number or if applicable Plan ID/Name

*(this section is required in order to ensure that your funds are deposited promptly at the receiving institution)*MAIL ROLLOVER CHECK DIRECTLY TO: My address of record OR Directly to my rollover provider at

 Contact: _____

 Phone Number: _____

5 Tax Withholding (n/a if requesting a rollover only)

Federal law requires that 20% of the taxable amount of an eligible rollover distribution be withheld, unless payment is directly rolled to an eligible retirement plan. The amount withheld may not represent your entire tax bill. If you are taking a distribution prior to age 59 ½ you may also be subject to a 10% penalty tax. Refer to the Special Tax Notice provided regarding these tax rules.

FEDERAL INCOME TAX WITHHOLDING:

In ADDITION to the mandatory 20% income withholding, or 0% withholding on Roth conversions, please withhold an extra \$_____ or _____% for Federal Income Tax.

STATE INCOME TAX WITHHOLDING: CHOOSE ONE

Withholding state income taxes from a taxable distribution is mandatory in certain states. In the event that it is not mandatory or you would like to withhold additional state tax, you may elect one of the following:

- DO NOT withhold state tax from my distribution.
- Withhold state income tax at the rate of _____%

6 Tax Waiver for Disability (n/a if requesting a rollover only)

I certify that I am eligible for a waiver of the 10 % penalty because I am currently disabled as defined by the Social Security Administration. Attached is the supporting documentation. If documentation is not included your 1099-R will reflect a distribution subject to penalty if you are under age 59 ½.

7 Outstanding Loan (skip this section if requesting a partial distribution)

If you would like to pay off your outstanding loan you must do so PRIOR to submitting this distribution request form. Contact our participant service center at 888-700-0808 for information on your payment options and confirmation of your loan payoff amount. If payments have not been made within the time limit specified in the loan policy, your loan may have already been offset and become taxable to you in accordance with federal regulations.

- N/A, I do not have an outstanding loan from the Retirement Plan.
- I will NOT be paying off my loan(s). I understand that the outstanding balance of the loan(s) will be immediately

offset and become a taxable distribution to me. In addition to ordinary income taxes, I may owe a 10% early withdrawal penalty. Note: If a Taxable distribution was selected in Section 3: Payment Options above, federal and state tax withholding will be calculated based on the total account balance (including the outstanding loan amount).

If you have an outstanding loan and you do not select one of the options above, your outstanding loan balance will be considered a distribution. You will be responsible for any additional associated taxes and penalties due upon filing your Income Tax Returns.

8 Fees and Tracking

The following fee will be deducted from your check to process each distribution request: \$75. For individuals requesting a total distribution, this form should NOT be submitted until you are certain that your final contributions have been posted to your account. Any residual balance payouts will be subject to an additional processing fee.

You can track the progress of your distribution online by logging into your account at www.yourplanaccess.net/nwps/ or contacting our participant service center at **888-700-0808**.

You should expect to receive your distribution check within approximately 7 to 10 business days. Your distribution check will be issued by: Matrix Trust Co.

9 Your Authorization and Distribution Acknowledgement

I acknowledge that I have received and read the notice regarding the taxability and ability to make a rollover contribution of my plan distribution entitled "Special Tax Notice Regarding Plan Payments" and that I understand I have 30 days to decide whether to elect a direct rollover or have my benefits paid to me. By signing below, I hereby voluntarily elect to waive the waiting period and request immediate payment of my vested benefits.

I certify that the number shown on this form is the correct Social Security Number or Taxpayer Identification Number and that none of the money that I am requesting is subject to a Qualified Domestic Relations Order.

_____ **X** _____
 Participant Name (print) Participant Signature Date

Return original copy of completed form to your Human Resources Department.

Plan Authorization

I hereby authorize NWPS to distribute to the above referenced participant in accordance with the selections made above. I further certify that this decision has been rendered in a consistent and uniform manner to all like requests.

_____ **X** _____
 Authorized Plan Signer Name (print) Authorized Plan Signer Signature Date



SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Highmark Companies 401(k) Profit Sharing Plan and Trust

You are receiving this notice because all or a portion of a payment you are entitled to receive from an employer plan is eligible to be rolled over. Rollover options vary depending on whether or not the payment is from a designated Roth account. This notice is intended to help you decide whether to do such a rollover.

This notice describes the rollover rules that apply to both payments that are NOT from a designated Roth account (a type of account with special tax rules in some employer plans), as well as payments that ARE from a designated Roth account. If you will receive payment from both types of accounts, the plan administrator or the payor will tell you the amount that is being paid from each account.

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

General Information About Rollovers

How can a rollover of payments NOT from a designated Roth account affect my taxes?

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

How can a rollover of payments from a designated Roth account affect my taxes?

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

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

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

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

designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the other employer plan.

Where may I roll over a payment that is NOT from 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.

Where may I roll over a payment from a 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, section 403(b) plan or governmental section 457 plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, 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 of payments NOT from a designated Roth account?

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

How do I do a rollover of payments from a designated Roth account?

There are two ways to do a rollover. You can either do a direct rollover or a 60-day rollover. If you do a direct rollover, the Plan will make the payment directly to your Roth IRA or to a designated Roth account in another employer plan. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover. If you do not do a direct rollover, you may still do a rollover by making a deposit (generally within 60 days) into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies). If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you at the same time, the portion directly rolled over consists first of earnings. If you do not do a direct rollover and the payment is not a qualified distribution, the Plan is required to withhold 20% of the earnings for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover to a Roth IRA, you must use other funds to make up for the 20% withheld.

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary);
- Required minimum distributions after age 70½ (if you were born before July 1, 1949), after age 72 (if you were born after June 30, 1949), or after death;
- Hardship distributions;
- Payment of employee stock ownership (ESOP) dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends);
- Cost of life insurance paid by the Plan;
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution;
- 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);
- Distributions of certain premiums for health and accident insurance.

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

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

If you are under age 59½, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan that is not rolled over unless one of the exceptions listed below applies. This includes any payment NOT from a designated Roth account (including amounts withheld for income tax) and any payment from a designated Roth that is not a qualified distribution (including amounts withheld for income tax). This tax applies to the part of the distribution that you must include in income and is in addition to the regular income tax on the payment not rolled over (or the earnings not rolled over for designated Roth accounts).

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 plan made after you separate from service if you are a qualified public safety employee and you will be at least age 50 in year of separation;

- Payments of up to \$5,000 made to you from a defined contribution plan if the payment is a qualified birth or adoption distribution;
- Payments made due to disability;
- Payments after your death;
- Payments of ESOP dividends;
- Corrective distributions of contributions that exceed tax law limitations;
- Cost of life insurance paid by the Plan;
- Payments made directly to the government to satisfy federal tax levy;
- Payments made under a qualified domestic relations order (QDRO);
- Payments up to the amount of your deductible medical expenses (without regard to whether you itemized deductions for the taxable year);
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days;
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution;
- Payments excepted from additional income tax by federal legislation relating to certain emergencies and disasters; and
- Phased retirement payments made to federal employees.

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

If you receive a payment from a traditional IRA when you are under age 59½, you will have to pay the 10% additional income tax on

early distributions on the part of the distribution that you must include as income, unless an exception applies. 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 IRAs and Roth IRAs are the same as the exceptions for early distributions from a plan. However, there are a few differences for payments from IRAs and Roth IRAs, including:

- The exception for payments made after separation from service if you will be at least age 55 in the year of separation (or age 50 for qualified public safety employees) does not apply;
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA or 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; and
- 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 for health insurance premiums after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?

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

Special Rules and Options

If your payment includes after-tax contributions (applies to payments NOT from a designated Roth account)

After-tax contributions included in a payment are not taxed. If you receive a partial payment of your total benefit, an allocable portion of your after-tax contributions is included in the payment, so you cannot take a payment of only after-tax contributions. However, if you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in 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 at the same time the rest is paid to you, the portion rolled over consists first of the amount that would be taxable if not rolled over. For example, assume you are receiving a distribution of \$12,000, of which \$2,000 is after-tax contributions. In this case, if you directly roll over \$10,000 to an

IRA that is not a Roth IRA, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions. If you do a direct rollover of the entire amount paid from the Plan to two or more destinations at the same time you can choose which destination receives the after-tax contributions. If you do a 60-day rollover to an IRA of only a portion of a payment made to you, the portion rolled over consists first of the amount that would be taxable if not rolled over. For example, assume you are receiving a distribution of \$12,000, of which \$2,000 is after-tax contributions, and no part of the distribution is directly rolled over. In this case, if you roll over \$10,000 to an IRA that is not a Roth IRA in a 60-day rollover, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions.

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

If you miss the 60-day rollover deadline

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

If your payment NOT from a designated Roth account includes employer stock that you do not roll over

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

If your payment from a designated Roth account includes employer stock that you do not roll over

If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or 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 outstanding loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset. Generally, you may roll all or any portion of the offset amount. Any offset amount (except those attributable to designated Roth amounts) that is not rolled over will be taxed (including the 10% additional income tax on early distributions, unless an exception applies). You may roll over offset amounts to an IRA or an employer plan (if the terms of the employer plan permit the plan to receive plan loan offset rollovers).

For designated Roth amounts, if the distribution attributable to the offset is not a qualified distribution and you do not roll over the offset amount, you will be taxed on any earnings included in the distribution (including the 10% additional income tax on early distributions, unless an exception applies). You may roll over the earnings included in the loan offset to a Roth IRA or designated Roth account in an employer plan (if the terms of the employer plan permit the plan to receive plan loan offset rollovers). You may also roll over the full amount of the offset to a Roth IRA.

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

If you were born on or before January 1, 1936

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

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

If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you receive a payment NOT from a designated Roth account or a payment from a Roth account that is not a qualified distribution and you do not roll it over, you will not have to pay the 10% additional income tax on early distributions 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 NOT from a designated Roth account includes employer stock that you do not roll over”, “If your payment from a designated Roth account includes employer stock that you do not roll over”, and “If you were born on or before January 1, 1936” do not apply.

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

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income Plan payments NOT from a designated Roth account, as well as nonqualified distributions 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 NOT from a designated Roth account to a Roth IRA

If you roll over the payment to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. In general, the 10% additional income tax on early distributions will not apply (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).

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 Publications 590-A and 590-B, Contributions to Individual Retirement Arrangements (IRAs) and Distributions from Individual Retirement Arrangements (IRAs).

If you roll over your payment to a designated Roth account in this Plan (applies to payments NOT from a designated Roth account and only if the Plan allows “in-plan Roth rollovers”)

An “in-plan Roth rollover” is a distribution from an individual’s plan account, other than a designated Roth account, that is rolled over to the individual’s designated Roth account in the same plan.

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

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

An in-plan rollover into a designated Roth account is an irrevocable transaction that cannot be changed or undone once the transaction is completed.

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. Whether the 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. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section “If you were born on or before January 1, 1936” applies only if the participant was born on or before January 1, 1936.

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

A traditional IRA you treat as your own is treated like any other traditional 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 traditional IRA do not have to start until after you are age 70½ (if you were born

before July 1, 1949) or age 72 (if you were born after June 30, 1949).

If you treat the traditional IRA as an inherited traditional IRA, payments from the traditional 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 traditional 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 traditional IRA until the year the participant would have been age 70½ (if the participant was born before July 1, 1949) or age 72 (if the participant was born after June 30, 1949).

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

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

If you are a surviving beneficiary other than a spouse. If you receive a plan payment 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 traditional or Roth IRA (if payment is from a designated Roth account). Payments from the inherited traditional or Roth IRA (even if made in a nonqualified distribution) will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited traditional or Roth IRA.

PAYMENTS UNDER A QUALIFIED DOMESTIC RELATIONS ORDER. If you are the spouse or former spouse of the participant who receives a plan payment under a qualified domestic relations order (QDRO), you generally have the same options and same tax treatment that the participant would have (for example, you may rollover the payment to your own IRA, Roth IRA or eligible employer plan that will accept it). However, payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien

If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan (and the payment is not a qualified distribution from a designated Roth account), 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 NOT from a designated Roth account for the year are less than \$200, the Plan is not required to allow you to do a direct rollover of such payments and is not required to withhold for federal income taxes. Likewise, if your payments from a designated Roth account for the year are less than \$200, the Plan is not required to allow you to do a direct rollover of such payments and is not required to withhold for federal income taxes. However, you may do a 60-day rollover in both cases.

A mandatory cash-out 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). In some plans, unless you elect otherwise, a mandatory cash-out of more than \$1,000 (determined separately for payments NOT from a designated Roth account and payments from a designated Roth account) may be directly rolled over to a traditional or Roth IRA as appropriate that is chosen by the Plan administrator or the payor.

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

FOR MORE INFORMATION

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