

Separation from Employment Withdrawal Request 401(k) Plan

Partners Profit Sharing & 401(k) Plan

509833-01

When would I use this form?

When I am requesting a withdrawal and I am no longer employed by the employer/company sponsoring this Plan.

- Please note that this withdrawal request may be subject to an administrative review period prior to processing and the investments in your account will not be sold until the withdrawal is processed. The administrative review period may take several business days. Note that your investments may fluctuate with market performance so you may want to re-direct or diversify those investments prior to making a withdrawal request. If you initiate a fund transfer during the administrative review period, it may delay the processing of your withdrawal. If you want to make changes to the investments in your account prior to withdrawal, please contact Service Provider or access your account online.

Additional Information

- For purposes of this form, the terminology 'Separation' is the same as 'Severance', 'Employment' is the same as 'Service' and 'Withdrawal' is the same as 'Distribution'.
- By logging into my account on the website at empowermyretirement.com, I may track the status of this withdrawal request.
- For questions regarding this form, refer to the attached Participant Withdrawal Guide ("Guide"), visit the website at empowermyretirement.com or contact Service Provider at 1-800-338-4015.
- Return Instructions for this form are in Section J.
- Use black or blue ink when completing this form.

A What is my personal information?

(Continue to the next section after completing.)

Account extension, if applicable, identifies funds transferred to a beneficiary due to participant's death, alternate payee due to divorce or a participant with multiple accounts.

_____ Account Extension

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U.S. Social Security Number or U.S. Taxpayer Identification Number
(Must provide all 9 digits)

_____ Last Name

_____ First Name

_____ M.I.

____/____/____ Date of Birth (mm/dd/yyyy) **Required**

(The name provided MUST match the name on file with Service Provider.)

() _____

Daytime Phone Number

_____ Mailing Address on My Account

() _____

Alternate Phone Number

_____ City

_____ State

_____ Zip Code

- I have confirmed the address on my account by accessing my account online at empowermyretirement.com. If the address on my account does not match the address provided above, there will be processing delays.
- **If I require an address change, do NOT enter the new address above. I must complete the 'My Signature Notarization' section with my new address. In addition, I must either have my signature notarized or witnessed by my authorized Plan Administrator.**

By providing my mobile number and/or my email address below, I am consenting to receive text messages and/or emails related to this request.

() _____

Mobile Phone Number - Standard data fees and text messaging rates may apply based on my carrier.

_____ Email Address

Select One (Required):



I am a U.S. Citizen or U.S. Resident Alien.

I am a Non-Resident Alien or Other. *(Complete 'Non-Resident Alien or Other Certification' section.)*

Required - Provide Country of Residence: _____

B What is my reason for this withdrawal?

(Continue to the next section after completing.)

Separation from Employment or Retirement Date (Required): ____/____/____
(mm/dd/yyyy)

I have Separated from Employment

I have Retired

I am requesting my Required Minimum Distribution (Age 70½ or older)

Last Name _____

First Name _____

M.I. _____

U.S. Social Security Number _____

Number _____

C What type of withdrawal and how much am I requesting?

(Continue to the next section after completing.)

100% withdrawal will be the Maximum Amount Available.

Partial withdrawals are not available if I have left employment with the employer/company sponsoring this Plan, unless I have an existing periodic installment payment.

Payable to Me as a One-time Withdrawal - If a percentage or dollar amount is not provided, 100% of the account balance will be liquidated.

Amount Non-Roth _____ % **OR** \$ _____ Contribution Source: _____

Amount Roth _____ % **OR** \$ _____ Contribution Source: _____

If I am electing this option for my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.

Net Amount *(The amount I will receive after applicable income taxes and fees are withheld.)*

Gross Amount *(The amount I will receive will be less than the amount requested after applicable income taxes and fees are withheld.)*

100% Withdrawal With A Portion Payable to Me and the Remaining Balance as a Direct Rollover

Non-Roth

Payable to Me Amount _____ % **OR** \$ _____ *(If the Payable to Me Amount is to fulfill my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.)*

Net Amount *(The amount I will receive after applicable income taxes and fees are withheld.)*

Gross Amount *(The amount I will receive will be less than the amount requested after applicable income taxes and fees are withheld.)*

Direct Rollover Amount 100 % of the remaining balance

Empower Retirement IRA *(To avoid any processing delays, contact the Retirement Solutions Center at 1-877-804-6257 to open an account by phone OR complete an Empower Retirement IRA Application at www.empower-retirement.com/ira; \$500.00 minimum vested balance required.)xx*

Traditional IRA Roth IRA *(Taxable event - Subject to ordinary income taxes and withholding)*

Empower Brokerage IRA *(Enter the Empower Brokerage IRA account number. To open a brokerage IRA account, contact the Brokerage Retirement Specialists at 1-844-644-0112; \$500.00 minimum vested balance required.)*

Traditional IRA Account Number *(Required)* _____

Roth IRA Account Number *(Required)* _____

(Taxable event - Subject to ordinary income taxes and withholding)

At Another Retirement Provider

Eligible Retirement Plan: 401(a) 401(k) 403(b) Governmental 457(b)

Traditional IRA Roth IRA *(Taxable event - Subject to ordinary income taxes)*

Roth

Payable to Me Amount _____ % **OR** \$ _____

Direct Rollover Amount 100 % of the remaining balance

Empower Retirement Roth IRA *(To avoid any processing delays, contact the Retirement Solutions Center at 1-877-804-6257 to open an account by phone OR complete an Empower Retirement IRA Application at www.empower-retirement.com/ira; \$500.00 minimum vested balance required.)*

Empower Brokerage Roth IRA *(Enter the Empower Brokerage IRA account number. To open a brokerage IRA account, contact the Brokerage Retirement Specialists at 1-844-644-0112; \$500.00 minimum vested balance required.)*

Account Number *(Required)* _____

At Another Retirement Provider

Eligible Retirement Plan *(Must have a designated Roth Account):* 401(k) 403(b) Governmental 457(b)

Roth IRA

Rollover to an Empower Retirement IRA as a One-time Withdrawal *(To avoid any processing delays, contact the Retirement Solutions Center at 1-877-804-6257 to open an account by phone OR complete an Empower Retirement IRA Application at www.empower-retirement.com/ira; \$500.00 minimum vested balance required.) If a percentage or dollar amount is not provided, 100% of the account balance will be liquidated.*

Non-Roth

Traditional IRA Amount _____ % **OR** \$ _____

Roth IRA Amount _____ % **OR** \$ _____ *(Taxable event - Subject to ordinary income taxes)*

Roth

Roth IRA Amount _____ % **OR** \$ _____

Required Minimum Distribution

If I am requesting a 100% Withdrawal as a Direct Rollover and I am age 70½ or older by the end of this year, I am no longer working for the employer/company sponsoring this Plan, and if I have not yet satisfied my required minimum distribution for this year, my required amount must be distributed to me prior to processing this rollover request.

Required Minimum Distribution Amount \$ _____

Unless I make a selection below, the Required Minimum Distribution will be prorated from all contribution sources.

Withdraw from *(Select One)*:

Non-Roth contribution sources only

Roth contribution sources only

Also complete Required Minimum Distribution portion of the 'How will my income taxes be withheld?' section.

Last Name _____

First Name _____

M.I. _____

U.S. Social Security Number _____

Number _____

C What type of withdrawal and how much am I requesting?

(Continue to the next section after completing.)

100% withdrawal will be the Maximum Amount Available.

Rollover to an Empower Brokerage IRA as a One-time Withdrawal *(Enter the Empower Brokerage IRA account number. To open a brokerage IRA account, contact the Brokerage Retirement Specialists at 1-844-644-0112; \$500.00 minimum vested balance required.) If a percentage or dollar amount is not provided, 100% of the account balance will be liquidated.*

Non-Roth

Traditional IRA Amount _____ % OR \$ _____ Account Number (Required) _____

Roth IRA Amount _____ % OR \$ _____ Account Number (Required) _____

(Taxable event - Subject to ordinary income taxes)

Roth

Roth IRA Amount _____ % OR \$ _____ Account Number (Required) _____

Required Minimum Distribution

If I am requesting a 100% Withdrawal as a Direct Rollover and I am age 70½ or older by the end of this year, I am no longer working for the employer/company sponsoring this Plan, and if I have not yet satisfied my required minimum distribution for this year, my required amount must be distributed to me prior to processing this rollover request.

Required Minimum Distribution Amount \$ _____

Unless I make a selection below, the Required Minimum Distribution will be prorated from all contribution sources.

Withdraw from *(Select One)*:

Non-Roth contribution sources only

Roth contribution sources only

Also complete Required Minimum Distribution portion of the 'How will my income taxes be withheld?' section.

Rollover to an IRA at Another Retirement Provider or an Eligible Retirement Plan as a One-time Withdrawal *If a percentage or dollar amount is not provided, 100% of the account balance will be liquidated.*

Non-Roth

Eligible Retirement Plan: 401(a) 401(k) 403(b) Governmental 457(b)

Amount _____ % OR \$ _____

Traditional IRA Amount _____ % OR \$ _____

Roth IRA Amount _____ % OR \$ _____ *(Taxable event - Subject to ordinary income taxes)*

Roth

Eligible Retirement Plan *(Must have a designated Roth Account)*: 401(k) 403(b) Governmental 457(b)

Amount _____ % OR \$ _____

Roth IRA Amount _____ % OR \$ _____

Required Minimum Distribution

If I am requesting a 100% Withdrawal as a Direct Rollover and I am age 70½ or older by the end of this year, I am no longer working for the employer/company sponsoring this Plan, and if I have not yet satisfied my required minimum distribution for this year, my required amount must be distributed to me prior to processing this rollover request.

Required Minimum Distribution Amount \$ _____

Unless I make a selection below, the Required Minimum Distribution will be prorated from all contribution sources.

Withdraw from *(Select One)*:

Non-Roth contribution sources only

Roth contribution sources only

Also complete Required Minimum Distribution portion of the 'How will my income taxes be withheld?' section.

Last Name

First Name

M.I.

U.S. Social Security Number

Number

D *If I am requesting a Rollover, To whom do I want my withdrawal payable?* *(Continue to the next section after completing.)*
Do not complete if requesting Payable to Me, Rollover to Empower Retirement IRA or Empower Brokerage IRA.

- Non-Roth**
- **Proceeds will be made payable to the Trustee/Custodian/ Provider listed below and will be sent to me at the address on my account.**
 - This is an irrevocable election and I am responsible for forwarding these payments to the new Trustee/Custodian/Provider in a timely manner.
 - Any attempt to provide an address for the new Trustee/Custodian/ Provider in any other address section will not be acted upon.

- Roth**
- **Proceeds will be made payable to the Trustee/Custodian/ Provider listed below and will be sent to me at the address on my account.**
 - This is an irrevocable election and I am responsible for forwarding these payments to the new Trustee/Custodian/Provider in a timely manner.
 - Any attempt to provide an address for the new Trustee/Custodian/ Provider in any other address section will not be acted upon.
 - If I would like to direct Roth earnings to a Rollover payee other than the one listed below, I must attach a letter of instruction listing the Trustee/Custodian/Provider and account number and must include the type of payee, my name, social security number, signature and date.

Name of Trustee/Custodian/Provider *(To whom the check is made payable)*

Name of Trustee/Custodian/Provider *(To whom the check is made payable)*

Account Number

Account Number

Retirement Plan Name *(if applicable)*

Retirement Plan Name *(if applicable)*

E *How do I want my proceeds delivered?* *(Continue to the next section after completing.)*
Select a delivery method for each set of proceeds, if applicable. Delivery of payment is based on completion of the withdrawal process, which includes receipt of a complete request in good order.

- **If I would like to make a change to what I previously selected, I must cross-out and initial the change(s). If I do not initial all changes, all proceeds will be sent by United States Postal Service ("USPS") regular mail.**

Rollover Delivery Options

- **Rollover proceeds will be made payable to the Trustee/Custodian/Provider listed above and will be sent to me at the address on my account.**
- I must choose from the 2 delivery options listed below. If I do not select a delivery option for my rollover proceeds, they will be sent by USPS regular mail.
- Check by USPS Regular Mail**
 - Estimated delivery time is up to 5 business days.
 - No additional charge.
- Check by Express Delivery**
 - Estimated delivery time is 1-2 business days.
 - A non-refundable charge of up to \$25.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal with a portion payable to me and the remainder rolled over to an eligible plan, and I have Non-Roth and Roth money sources, there will be 4 different transactions and I may be charged up to a total of \$100.00 for the Express delivery fees.
 - Available for delivery, Monday - Friday, with no signature required upon delivery.
 - If address is a P.O. Box, check will be sent by USPS Priority Mail and estimated delivery time is 2-3 business days.

Payable to Me Delivery Options

- I must choose from the delivery options listed below. If I do not select a delivery option for my other proceeds, they will be sent by USPS regular mail.
- Check by USPS Regular Mail**
 - Estimated delivery time is up to 5 business days.
 - No additional charge.
- Check by Express Delivery**
 - Estimated delivery time is 1-2 business days.
 - A non-refundable charge of up to \$25.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal with a portion payable to me and the remainder rolled over to an eligible plan, and I have Non-Roth and Roth money sources, there will be 4 different transactions and I may be charged up to a total of \$100.00 for the Express delivery fees.
 - Available for delivery, Monday - Friday, with no signature required upon delivery.
 - If address is a P.O. Box, check will be sent by USPS Priority Mail and estimated delivery time is 2-3 business days.

Last Name

First Name

M.I.

U.S. Social Security Number

Number

E How do I want my proceeds delivered? (Continue to the next section after completing.)

Select a delivery method for each set of proceeds, if applicable. Delivery of payment is based on completion of the withdrawal process, which includes receipt of a complete request in good order.

- Direct Deposit via New Automated Clearing House ("ACH")**
 - I understand that to establish Direct Deposit via ACH, in addition to including the required documentation requested below, I must have my signature notarized in the 'My Signature Notarization' section or witnessed by my authorized Plan Administrator in the 'My Plan Administrator Witnessing' section of this form. If either the required documentation is not attached or my signature is not notarized or witnessed, ACH will not be established on my account and a check will be mailed to the address on my account.
 - Estimated delivery time is 2-3 business days.
 - A non-refundable charge of up to \$15.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me, and I have both Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$30.00 for the ACH delivery fees.
 - Not available for Direct Rollovers.
 - **The name on my checking/savings account MUST match the name on file with Service Provider.**
 - **If the Direct Deposit information is incomplete or illegible, then a check will be mailed to the address on my account to avoid any delays in processing.**
 - **By entering banking information, I authorize Service Provider to access records from public and proprietary sources in order to validate that I am the owner of the bank account. This process will not affect my credit.**
- Checking Account - **MUST include a copy of a preprinted voided check** for the receiving account. I may also attach a letter on financial institution letterhead, signed by a representative from the receiving institution, which includes my name, checking account number and ABA routing number.
- Savings Account - **MUST include a letter on financial institution letterhead, signed by a representative** from the receiving institution, which includes my name, savings account number and ABA routing number.

An ACH request **cannot** be sent to a prepaid debit card, business account or other retirement plan. By requesting my withdrawal via ACH deposit, I certify, represent and warrant that the account requested for an ACH deposit is established at a financial institution or a branch of a financial institution located within the United States and there are no standing orders to forward any portion of my ACH deposit to an account that exists at a financial institution or a branch of a financial institution in another country. I understand that it is my obligation to request a stop to this ACH deposit request if an order to transfer any portion of payments to a financial institution or a branch of a financial institution outside the United States will be implemented in the future. Service Provider reserves the right to reject the ACH request and deliver any payment via check in lieu of direct deposit.

- Direct Deposit via Existing Automated Clearing House ("ACH")**
 - I have an existing ACH that has been on file for at least fifteen (15) days and I wish to use it for this Withdrawal request. If my ACH has not been established for at least 15 days, I must have my signature notarized in the 'My Signature Notarization' section or witnessed by my authorized Plan Administrator in the 'My Plan Administrator Witnessing' section of this form.
 - Estimated delivery time is 2-3 business days.
 - A non-refundable charge of up to \$15.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me, and I have both Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$30.00 for the ACH delivery fees.
 - Not available for Direct Rollovers.
 - Complete the information below in order to properly identify the ACH account.
 - **If the Direct Deposit information is incomplete or illegible, then a check will be mailed to the address on my account to avoid any delays in processing.**
 - **By entering banking information, I authorize Service Provider to access records from public and proprietary sources in order to validate that I am the owner of the bank account. This process will not affect my credit.**

Bank Information			
Bank Account Nickname (Optional)		Bank or Financial Institution Name	
Last 4 digits of the Bank Account Number			

- Wire Transfer**
 - I understand that to have my proceeds sent as a Wire transfer, in addition to including the required documentation requested below, I must have my signature notarized in the 'My Signature Notarization' section or witnessed by my authorized Plan Administrator in the 'My Plan Administrator Witnessing' section of this form. If either the required documentation is not attached or my signature is not notarized or witnessed, my proceeds will not be sent by Wire transfer and a check will be mailed to the address on my account.
 - Estimated delivery time is 1-2 business days.
 - A non-refundable charge of up to \$40.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me and I have Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$80.00 for the Wire transfer delivery fees.
 - Not available for Direct Rollover Payments.
 - **MUST include a letter on financial institution letterhead, signed by a representative from the receiving institution, which provides the wire transfer instructions.** The letter must include the following wire transfer information: Bank Name, complete Bank Mailing Address, including City, State and Zip Code, Account Name, Account Number, ABA Routing Number and 'For Further Credit to' Name and Account Number.
 - Additional fees may apply at the receiving financial institution.
 - **Service Provider is not responsible for inaccurate wire transfer instructions.**

Last Name

First Name

M.I.

U.S. Social Security Number

F What are my Outstanding Loan options? *(Continue to the next section after completing.)*
If I have an existing loan, I must select one option.

Treat my outstanding loan balance (*principal and interest*) as a taxable withdrawal.

I would like to pay off my outstanding loan balance in full. To pay off my loan, I need to:

1. Visit the website at empowermyretirement.com or call 1-800-338-4015 to obtain a payoff quote **and**,
2. Attach payment made payable to **Great-West Trust Company, LLC** (*Consider submitting payment by certified check or money order*) **and**,
3. Mail this form and the loan payoff check to one of the following addresses:

<p>Regular Mail: Great-West Trust Company, LLC PO Box 561148 Denver, CO 80256-1148</p>	OR	<p>Express Delivery (<i>request a.m. delivery</i>): US Bank 10035 East 40th Avenue Suite 100 Dept 1148 Denver, CO 80238</p>
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We will not accept hand delivered forms at Express Mail addresses.

G Non-Resident Alien or Other Certification *(Continue to the next section after completing.)*
Only Complete if I indicated I am a non-resident alien or other under Section A of this form.

Do not complete if U.S. Citizen or U.S. Resident Alien was indicated in Section A of this form.

Under penalty of perjury, if I checked Non-Resident Alien or Other in Section A of this form, my signature certifies that:

- I am the individual that is the beneficial owner of all the income to which this form relates or am using this form to document myself for chapter 4 purposes.
- I am not a U.S. person
- The income to which this form relates is:
 - a. not effectively connected with the conduct of a trade or business in the United States,
 - b. effectively connected but is not subject to tax under applicable income tax treaty, or
 - c. the partner's share of a partnership's effectively connected income.
- I am a resident of the treaty country listed below under the "Claim of Tax Treaty Benefits" (if any) within the meaning of the income tax treaty between the United States and that country.
- I agree that I will submit a Form W8-BEN within 30 days if any certification made on this form becomes incorrect.

Identification of Beneficial Owner

Country of citizenship	Foreign tax identifying number
Permanent resident address (<i>street, apt. or suite no., or rural route</i>) Do not use P.O. Box or in-care of address	
City or town, state or province. Include postal code where appropriate.	Country
Mailing Address (<i>if different from above</i>)	
City or town, state or province. Include postal code where appropriate.	Country

Claim of Tax Treaty Benefits (*for chapter 3 purpose only*)

I certify that the beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.

Special rates and conditions (if applicable): The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on the line above to claim a ____% rate of withholding on (specify type of income):

 Explain the additional conditions in the Article and paragraph the beneficial owner meets to be eligible for the rate of withholding:

H How will my income taxes be withheld? *(Continue to the next section after completing.)*
Not applicable if requesting a Rollover, unless I need to satisfy my required minimum distribution.

I should refer to and **read the attached 402(f) Notice of Special Tax Rules on Distributions and the Guide**, as well as information from the Department of Revenue for my state of residence.

If applicable, **I must attach IRS Form W-4P and/or my State Income Tax withholding form to make tax elections when required.** In the event these forms are required for my withdrawal and not submitted, or in the event my withholding election(s) below are left blank or do not comply with the applicable Federal and State regulations, Service Provider will withhold taxes from this withdrawal in accordance with applicable Federal and State regulations.

Last Name _____

First Name _____

M.I. _____

U.S. Social Security Number _____

Number _____

H How will my income taxes be withheld?

(Continue to the next section after completing.)

Not applicable if requesting a Rollover, unless I need to satisfy my required minimum distribution.

Federal Income Tax

- Federal Income Tax will be withheld based on the reason and type of withdrawal I have selected.

I would like **additional** Federal Income Tax withholding (Optional):

_____ % or \$ _____

(This is in addition to any mandatory Federal Income Tax withheld based on the reason and type of withdrawal I have selected.)

Required Minimum Distribution Only (Age 70½ or Older)

- Ten percent (10%) of my taxable distribution will be withheld for Federal Income Tax, unless I check the box below:

Do not withhold ten percent (10%) Federal Income Tax from my Required Minimum Distribution.

I would like **additional** Federal Income Tax withholding (Optional):

_____ % or \$ _____

(This is in addition to any ten percent (10%) Federal Income Tax withholding)

State Income Tax

- State Income Tax withholding is mandatory in some states and will be withheld regardless of any election below. I would like **additional** State Income Tax withholding:

_____ % or \$ _____

(This is in addition to any mandatory State Income Tax withheld based on the reason and type of withdrawal.)

- Certain states allow an election for no State Income Tax withholding depending on the reason and type of withdrawal I have selected. For these states only, State Income Tax will be withheld unless I elect otherwise below.

If the checkbox is not marked below, I choose to have State Income Tax withheld from my withdrawal. I would also like to have **additional** State Income Tax withholding:

_____ % or \$ _____

(This is in addition to any elective State Income Tax withheld based on the reason and type of withdrawal.)

Do not withhold State Income Tax (if election is permitted and I have attached the proper election form if required by my state).

- Certain states do not require mandatory State Income Tax withholding but allow to elect State Income Tax withholding depending on the reason and type of withdrawal I have selected.

I would like State Income Tax withheld - **Optional** State Income Tax withholding:

_____ % or \$ _____

(If this optional income tax election is permitted. I also have attached the proper income tax election form if required by my state to elect this optional withholding.)

I Signatures and Consent (Signatures must be on the lines provided.)

(After receiving ALL required signatures, continue to the next section.)

My Consent (Please sign on the 'My Signature' line below.)

I acknowledge that I have read, understand and agree to all pages of this Separation from Employment Withdrawal Request, the Participant Withdrawal Guide and the 402(f) Notice of Special Tax Rules on Distributions and affirm that all information that I have provided is true and correct. I understand the following:

- Any election for a 100% withdrawal reflected on this Withdrawal Request form is effective for 180 days and also applies to any additional contributions or other residual amounts made or credited to my account for 180 days, subsequent to this 100% Withdrawal Request. I acknowledge and consent to the Plan's subsequent distribution of any such residual amounts in accordance with this election. If my 100% withdrawal is delivered via ACH, any contributions or residual amounts made or credited to my account within the next 180 days will be delivered via ACH, otherwise, my residual withdrawal will be delivered via check by USPS regular mail.
- It is my responsibility to ensure that this election conforms with all applicable provisions of the Internal Revenue Code (the "Code") and, if applicable, that the Plan into which I am rolling money over will accept the dollars.
- I am liable for any income tax and/or penalties assessed by the IRS and/or state tax authorities for any election I have chosen.
- Once a payment has been processed, it cannot be changed or reversed.
- In the event that any section of this form is incomplete or inaccurate, Service Provider may not process the transaction requested on this form and may require a new form or that I provide additional or proper information before the transaction can be processed.
- Funds may impose redemption fees on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. I will refer to the fund's prospectus and/or disclosure documents for more information.
- Under penalty of perjury, I certify that the U.S. Social Security Number or U.S. Taxpayer Identification Number shown in Section A is correct. I am a U.S. Person if I marked the U.S. Citizen or U.S. Resident Alien box in Section A of this form.
- Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, Service Provider cannot conduct business with persons in a blocked country or any person designated by OFAC as a specially designated national or blocked person. For more information, please access the OFAC website at: <http://www.treasury.gov/about/organizational-structure/offices/Pages/Office-of-Foreign-Assets-Control.aspx>.
- For at least 30 days after my receipt of the 402(f) Notice of Special Tax Rules on Distributions, I have the right to consider whether to consent to a withdrawal of the vested account balance or elect a direct rollover of any vested portion of the eligible rollover withdrawal. By signing this form less than 30 days after I received the 402(f) Notice of Special Tax Rules on Distributions, I affirmatively waive any unexpired portion of the 30 day period and affirmatively elect a withdrawal from the account pursuant to this Separation from Employment Withdrawal Request form.
- Additional authentication may be necessary before my withdrawal is processed and/or payment released.**
- I understand that a \$50.00 withdrawal fee will be deducted from my withdrawal amount.**
- My withdrawal may be subject to additional fees and/or loss of interest based upon my investment options, my length of time in the Plan and other possible considerations. If I have not been advised of the fees and risks associated with my withdrawal, I may contact Service Provider for a withdrawal quote at 1-800-338-4015.**

Last Name _____

First Name _____

M.I. _____

U.S. Social Security Number _____

Number _____

I Signatures and Consent *(Signatures must be on the lines provided.)* *(After receiving ALL required signatures, continue to the next section.)*

My Consent *(Please sign on the 'My Signature' line below.)*

Any person who presents a false or fraudulent claim is subject to criminal and civil penalties.

Before signing this form: My signature must be notarized by a Notary Public or witnessed by my authorized Plan Administrator if I am requesting Direct Deposit via New ACH or a Wire Transfer or my existing ACH has not been on file for at least fifteen (15) days or if my withdrawal request will include a change of address. If I use a Notary Public, the date that I sign this form must match the date of the Notary Public signature.

My Signature _____ **Date (Required)** _____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

My Signature Notarization

My signature notarization only required if requesting:

Direct Deposit via New ACH or Wire Transfer - Not required for Direct Deposit via Existing ACH unless established less than 15 days ago. *May also be witnessed in the 'My Plan Administrator Witnessing' section below.*

Permanent Address Change - *May also be witnessed in the 'My Plan Administrator Witnessing' section below.* I would like the address on my account to be updated with this address. If I am requesting a check, I understand that it will be mailed to this address.

Mailing Address _____

City/State/Zip Code _____

For Residents of all states (except California), please have your notary complete the section below.

Notice to California Notaries using the California Affidavit and Jurat Form the following items must be completed by Notary on the state notary form: the title of the form, the plan name, the plan number, the document date, and my name. Notary forms not containing this information will be rejected and it will delay this request.

The date I sign this form in the 'My Consent' section must match the date on which my signature is notarized.

Statement of Notary

NOTE: Notary seal must be visible.

This request was subscribed and sworn *(or affirmed)* to before me

State of _____) on this _____ day of _____, year _____, by

SEAL

)ss. **(name of participant)** _____

County of _____) proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Notary Public _____ My commission expires ____ / ____ / ____

A handwritten signature is required on this form. An electronic signature will not be accepted and will result in a significant delay.

My Plan Administrator Witnessing My Signature *(Please sign on the 'Plan Administrator Signature' line below.)*

Only necessary if Notary signature is NOT obtained where indicated above.

If the participant request includes instructions for Direct Deposit via ACH or Wire Transfer or if their withdrawal request includes instructions to make a permanent address change and the participant's signature is not notarized, I have personal knowledge and hereby certify that this request was submitted and signed by the participant.

I represent that I am an authorized signer on behalf of the above-named Plan and have an authority to instruct Service Provider to process this form.

Plan Administrator Signature _____ **Date (Required)** _____

Print Full Name _____

Last Name

First Name

M.I.

U.S. Social Security Number

Number

J Where should I send this form?

After all signatures have been obtained, this form can be:

Uploaded Electronically:

Login to account at

empowermyretirement.com

Click on Upload Documents to submit

OR Faxed to:

Empower Retirement

1-866-633-5212

OR Sent Regular Mail to:

Empower Retirement

PO Box 173764

Denver, CO 80217-3764

OR Sent Express Mail to:

Empower Retirement

8515 E. Orchard Road

Greenwood Village, CO 80111

We will not accept hand delivered forms at Express Mail addresses.

If a Loan Payoff check is included, please use an address in Section F.

Securities offered by GWFS Equities, Inc., Member FINRA/SIPC, marketed under the Empower brand, and/or other broker-dealers. GWFS is affiliated with Great-West Funds, Inc.; Great-West Trust Company, LLC; and registered investment advisers Advised Assets Group, LLC and Great-West Capital Management, LLC, marketed under the Great-West Investments™ brand.

Participant Withdrawal Guide - 401(k) Plan

The Separation from Employment Withdrawal Request

Before completing the form, please note the following information:

- I must be eligible to receive a withdrawal from my employer's Plan.
- All pages of the Separation from Employment Withdrawal Request form ("Withdrawal Form") must be returned excluding the Participant Withdrawal Guide and the 402(f) Notice of Special Tax Rules on Distributions.
- Neither this Guide nor this Withdrawal Form are intended to provide tax or legal advice. In the preparation of this Withdrawal Form, and where I deem appropriate, I will seek a consultation with my accountant and/or tax advisor.
- **I must complete a separate Withdrawal Form for each account or plan number.**
- **If there is not a Beneficiary Account already established for my benefit, I should use the Death Benefit Claim Request. If the Beneficiary Account is already established for my benefit, I should use the Beneficiary Account Withdrawal Request rather than this form.**
- **If I am an Alternate Payee, I need to complete and submit an Alternate Payee QDRO Distribution Request rather than this Withdrawal Form.**

Changes to My Request

- Any changes to this Withdrawal Form must be crossed-out and initialed. If I do not initial all changes, this Withdrawal Form may be returned to me for verification.

Incomplete or Inaccurate Information

- In the event that any section of this Withdrawal Form is incomplete or inaccurate, Service Provider may not be able to process the transaction requested on this Withdrawal Form. I may be required to complete a new form or provide additional or proper information before the transaction will be processed.

Section A: What is my personal information?

- All information in this section must be completed.
- The name provided MUST match the name on file with Service Provider.
- Personal information will be kept confidential.
- If I am a Non-Resident Alien, refer to the 'Non-Resident Alien or Other Certification' section of this Guide.
- I have confirmed the address on my account by accessing my account online at empowermymretirement.com. If the address on my account does not match the address provided in this section, there will be processing delays.
- **If I require an address change, do NOT enter the new address in this section. I must complete the 'My Signature Notarization' section with my new address. In addition, I must either have my signature notarized or witnessed by my authorized Plan Administrator.**

Section B: What is my reason for this withdrawal?

- I must designate only one withdrawal reason in order for my request to be processed. If more than one withdrawal reason is elected, this Withdrawal Form may be returned to me for further clarification.
- Once Service Provider has processed a withdrawal, it cannot be returned.
- The following is a brief explanation of each of the withdrawal reasons and associated requirements listed on this Withdrawal Form.

I have Separated from Employment/Retired

- I would check this box to request a withdrawal from my account due to my separation from employment/retirement from the employer/company sponsoring this Plan.
- I must indicate the date of separation from employment/retirement on the line provided.

I am requesting my Required Minimum Distribution (Age 70½ or older)

- I must be separated from employment to be able to select this option and I must enter the date that I separated from employment on the line provided.
- I would check this box if I am age 70½ or older and I want to take a one-time withdrawal of my required minimum amount. I will be responsible for calculating my required minimum amount every year and completing this Withdrawal Form to request payment.
- If I would prefer to have my required minimum amount automatically calculated and sent to me each year, I must request an Automated Minimum Distribution Request form. Once the Automated Minimum Distribution Request form is completed and received by Service Provider, I will receive my required amount without additional paperwork.

Section C: What type of withdrawal and how much am I requesting?

- I must designate a type of withdrawal in order for my request to be processed.
- Once Service Provider has processed a withdrawal, it cannot be returned.
- Certain fees, charges (including contingent deferred sales charge) and/or limitations may apply.
- Unless directed otherwise by the Plan, the withdrawal will be prorated against all available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources.
- The following is a brief explanation of each type of withdrawal listed on this Withdrawal Form.

Payable to Me as a One-time Withdrawal

- I would check this box to have my withdrawal made payable to me and enter the requested amount.
- Partial withdrawals are not available if I have left employment with the employer/company sponsoring this Plan, unless I have an existing periodic installment payment.
- If I select the Net Amount box, the actual withdrawal amount will be greater than the withdrawal amount received to account for applicable income taxes and fees.
- If I select the Gross Amount box, applicable income taxes and fees will be withheld from the gross amount, resulting in an amount less than the requested amount. If both or neither check box is marked, the request will be processed as a Gross Amount.
- If I am electing a partial withdrawal, I must indicate the percent or amount in the lines provided.
- If I am electing this option for my Required Minimum Distribution, I must enter a dollar amount. Percentages are unavailable.
- If I am taking a withdrawal from a specific contribution source, I would enter it on the line provided. If I do not enter a contribution source, my withdrawal will be prorated against all of my available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources.

100% Withdrawal With A Portion Payable to Me and the Remaining Balance as a Direct Rollover

- I would enter the requested amount of Non-Roth and Roth assets to be paid to me and the remaining balance will be withdrawn as a direct rollover.
- If I select the Net Amount box, the actual withdrawal amount will be greater than the withdrawal amount received to account for applicable income taxes and fees.

- If I select the Gross Amount box, applicable income taxes and fees will be withheld from the gross amount, resulting in an amount less than the requested amount. If both or neither check box is marked, the request will be processed as a Gross Amount.
- I must indicate an Empower Retirement IRA or Empower Brokerage IRA, an IRA at another provider or specify an eligible Plan to accept the remaining assets that are rolled over.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to a Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an Empower Retirement Roth IRA, Empower Brokerage Roth IRA or an eligible retirement Plan with a designated Roth account or into a Roth IRA at another retirement provider. It is my responsibility to make sure that the new employer's Plan provides for a designated Roth account and can accept Roth rollovers.
- If I elect to rollover into an Empower Brokerage IRA, I must enter the account number(s) on the line(s) provided.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- Required Minimum Distributions are not eligible for rollover.

Rollover to an Empower Retirement IRA as a One-time Withdrawal

- I would check this box to have my withdrawal payable to an Empower Retirement IRA and elect whether the withdrawal will be going into a Traditional IRA or a Roth IRA.
- Partial withdrawals are not available if I have left employment with the employer/company sponsoring this Plan, unless I have an existing periodic installment payment.
- I must indicate the amount or percent of a partial withdrawal in the lines provided.
- The withdrawal will be prorated against all of my available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to an Empower Retirement Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an Empower Retirement Roth IRA.
- It is my responsibility to make sure that the eligible retirement plan provides for a designated Roth account and can accept Roth rollovers.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- I must complete the Required Minimum Distribution information if I am age 70½ or older and I am requesting a 100% withdrawal as a direct rollover unless I have already satisfied my required minimum distribution for the year.
- Required Minimum Distributions are not eligible for rollover.

Rollover to an Empower Brokerage IRA as a One-time Withdrawal

- I would check this box to have my withdrawal payable to an Empower Brokerage IRA and elect whether the withdrawal will be going into a Traditional Brokerage IRA or a Roth Brokerage IRA.
- Partial withdrawals are not available if I have left employment with the employer/company sponsoring this Plan, unless I have an existing periodic installment payment.
- I must indicate the amount or percent of a partial withdrawal in the lines provided.
- I must enter the account number for my Empower Brokerage IRA account(s) on the line(s) provided.
- The withdrawal will be prorated against all of my available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to an Empower Brokerage Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an Empower Brokerage Roth IRA.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- I must complete the Required Minimum Distribution information if I am age 70½ or older and I am requesting a 100% withdrawal as a direct rollover unless I have already satisfied my required minimum distribution for the year.
- Required Minimum Distributions are not eligible for rollover.

Rollover to an IRA at Another Retirement Provider or an Eligible Retirement Plan as a One-time Withdrawal

- It is my responsibility to determine if the IRA or an eligible retirement plan accepts eligible rollover withdrawals.
- I would check this box to have my withdrawal payable to an IRA or an eligible retirement plan at Another Retirement Provider or New Employer's Plan and enter the requested amount.
- Partial withdrawals are not available if I have left employment with the employer/company sponsoring this Plan, unless I have an existing periodic installment payment.
- The withdrawal will be prorated against all of my available investment options under Non-Roth and/or Roth as elected on the form, and all available contribution sources as allowed by IRS regulations.
- An eligible rollover withdrawal of my Non-Roth assets may be paid directly to a Roth IRA. Mandatory Federal and State Income Tax withholding does not apply to this type of rollover. However, this withdrawal is subject to Federal and State Income Tax withholding and I am responsible for making tax payments. The taxable withdrawal will be reported on IRS Form 1099-R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of this rollover may be one of the options to cover this tax liability. Where I deem appropriate, I will seek a consultation with my tax advisor.
- I may request my designated Roth assets to be rolled over into an eligible retirement Plan with a designated Roth account or into a Roth IRA.
- It is my responsibility to make sure that the eligible retirement plan provides for a designated Roth account and can accept Roth rollovers.
- The rollover may not be completed if the acceptance letter and the form provide conflicting information. I may be contacted to provide additional information.
- I must complete the Required Minimum Distribution information if I am age 70½ or older and I am requesting a 100% withdrawal as a direct rollover unless I have already satisfied my required minimum distribution for the year.
- Required Minimum Distributions are not eligible for rollover.

Section E: How do I want my proceeds delivered?

- Certain delivery options are not available on all types of withdrawals.
- Delivery of payment is based on completion of the withdrawal process, which includes receipt of a complete request in good order.
- Below is a description of each delivery option.

Rollover Delivery Options

- **Rollover proceeds will be made payable to the Trustee/Custodian/Provider listed in the section above and will be sent to me at the address on my account.**
- I must choose from the 2 delivery options listed in this section. If I do not select a delivery option for my rollover proceeds, they will be sent by USPS regular mail.

Check by USPS Regular Mail

- Estimated delivery time is up to 5 business days.
- No additional charge.

Check by Express Delivery

- Estimated delivery time is 1-2 business days.
- A non-refundable charge of \$25.00 will be deducted, in addition to any withdrawal fees, for each transaction from my withdrawal check.
 - For example, if I elected to make a full withdrawal with a portion payable to me and the remainder rolled over to an eligible plan, and I have Non-Roth and Roth money sources, there will be 4 different transactions and I may be charged up to a total of \$100.00 for the Express delivery fees.
- Available for delivery, Monday - Friday, with no signature required upon delivery.
- If address is a P.O. Box, check will be sent by USPS Priority Mail and estimated delivery time is 2-3 business days.

Payable to Me Delivery Options

- I must choose from the delivery options listed in this section. If I do not select a delivery option for my other proceeds, they will be sent by USPS regular mail.

Check by USPS Regular Mail

- Estimated delivery time is up to 5 business days.
- No additional charge.
- Check(s) payable to me will be sent to the address on my account unless an address change is indicated in the 'My Signature Notarization' section of the form and is properly notarized or witnessed.

Check by Express Delivery

- Estimated delivery time is 1-2 business days.
- A non-refundable charge of up to \$25.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal with a portion payable to me and the remainder rolled over to an eligible plan, and I have Non-Roth and Roth money sources, there will be 4 different transactions and I may be charged up to a total of \$100.00 for the Express delivery fees.
- Available for delivery, Monday-Friday, with no signature required upon delivery.
- Check(s) made payable to me will be sent to the address on my account unless an address change is indicated in the 'My Signature Notarization' section of the form and is properly notarized or witnessed.
- If the address is a P.O. Box, the check will be sent by USPS Priority Mail and estimated delivery time is 2-3 business days.
- Delivery is not guaranteed to all areas.

Direct Deposit via New Automated Clearing House ("ACH")

- I would elect this option if I want my payment to be electronically deposited into my personal checking or savings account.
- Estimated delivery time is 2-3 business days.
- A non-refundable charge of up to \$15.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me, and I have both Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$30.00 for the ACH delivery fees.
- Not available for Direct Rollovers.
- **The name on my checking/savings account MUST match the name on file with Service Provider.**
- For deposit into my **checking account, I MUST attach a copy of a preprinted voided check** for the receiving account. I may also attach a letter on financial institution letterhead, signed by a representative from the receiving institution, which indicates my name, checking account number and the ABA routing number.
- For deposit into my **savings account, I MUST attach a letter on financial institution letterhead, signed by a representative** from the receiving institution, which indicates my name, savings account number and the ABA routing number.
- **An ACH request can not be sent to a prepaid debit card, an IRA, or a business account.**
- Any missing, incomplete, or inaccurate information will delay my withdrawal request.
- ACH credit can only be made into a United States financial institution.
- Any requests received referencing a foreign financial institution or referencing a United States financial institution with a further credit to an account associated with a foreign financial institution will be rejected.

General ACH Information

- I authorize Service Provider to initiate credit entries and, if necessary, debit entries and adjustments for any credit entries in error.
- In addition, I authorize my financial institution, in the form of an electronic funds transfer, to credit and/or debit the same to such account.
- Service Provider will make payment in accordance with the direction I have specified on this Withdrawal Form until such time that I notify Service Provider in writing that I wish to cancel the ACH agreement.
- I must provide notice of cancellation at least 30 days prior to a payment date for the cancellation to be effective with respect to all of my subsequent payments.
- Service Provider reserves the right to terminate the ACH transfers for any reason and will notify me in the event of such termination by sending notice to my last known address on file with Service Provider.
- It is my obligation to notify Service Provider of any address or other changes affecting electronic fund transfers during my lifetime.
- I am solely responsible for any consequences and/or liabilities that may arise out of my failure to provide such notification.
- By selecting the ACH method of delivery, I acknowledge that Service Provider is not liable for payments made by Service Provider in accordance with a properly completed Withdrawal Form.
- I am authorizing and directing my financial institution not to hold any overpayments made by Service Provider on my behalf, or on behalf of my estate or any current or future joint account holder, if applicable.

- ACH delivery is not available to a foreign financial institution or to a United States financial institution for subsequent transfer to a foreign financial institution.
- Any requests received containing foreign financial institution instructions will be rejected and require new ACH or check delivery instructions.

Direct Deposit via Existing Automated Clearing House ("ACH")

- I have an existing ACH that has been on file for at least fifteen (15) days and I wish to use it for this Withdrawal request. If my ACH has not been established on my account for at least 15 days, I must have my signature notarized in the 'My Signature Notarization' section or witnessed by my authorized Plan Administrator in the 'My Plan Administrator Witnessing' section of this form.
- Estimated delivery time is 2-3 business days.
- A non-refundable charge of up to \$15.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me, and I have both Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$30.00 for the ACH delivery fees.
- Not available for Direct Rollovers.

Wire Transfer

- Estimated delivery time is 1-2 business days.
- A non-refundable charge of up to \$40.00 will be deducted, in addition to any withdrawal fees, for each transaction.
 - For example, if I elected to make a full withdrawal payable to me, and I have Non-Roth and Roth money sources, there will be 2 different transactions and I may be charged up to a total of \$80.00 for the Wire transfer delivery fees.
- Not available for Direct Rollover Payments.
- Additional fees may apply at the receiving financial institution.
- **I MUST verify the wire transfer information provided with the financial institution receiving these funds. Service Provider is not responsible for inaccurate wire transfer instructions.**
- **I also MUST attach a letter on financial institution letterhead signed by a representative of the receiving institution. The letter must include the following wire transfer information: Bank Name, complete Bank Mailing Address, including City, State and Zip Code, Account Name, Account Number, ABA Routing Number and 'For Further Credit to' Name and Account Number.**

Section F: What are my Outstanding Loan options?

- If I have an outstanding loan on my account, I must either pay off the outstanding loan balance or I may treat the outstanding loan (principal and interest) as a taxable withdrawal at the time I submit this Withdrawal Form.
- We will not accept hand delivered forms at Express Mail addresses.

Section G: Non-Resident Alien or Other Certification

- If I am a non-resident alien, I must complete the 'Non-Resident Alien or Other Certification' section on this form.
- The withholding rate applicable to my payment is thirty percent (30%) unless a reduced rate applies because my country of residence has entered into a tax treaty with the U.S. and the treaty provides for reduced withholding rate or an exemption from withholding. In order to claim a treaty rate, I must complete the appropriate fields, tax treaty section, if applicable and provide a U.S. Taxpayer Identification Number. I may call 1-800-TAX-FORM (829-3676) or visit <http://www.irs.gov> for further information. If I need and as I see applicable, I will consult with my tax advisor to determine my appropriate tax withholding.

Section H: How will my income taxes be withheld?

- Withdrawal withholding will vary depending on the type of withdrawal I am requesting.
- I have received and **must read the attached 402(f) Notice of Special Tax Rules on Distributions**, which provides additional income tax withholding information.
- If I do not have sufficient Federal or State Income Tax withheld from my withdrawal, I will be responsible for payment of estimated tax and/or may incur penalties under estimated tax rules.
- If applicable, I have attached IRS Form W-4P and/or my State's Income Tax withholding form to make tax elections when required. In the event these forms are required for my withdrawal and not submitted, Service Provider will withhold in accordance with applicable Federal and State regulations.
- If I need and as I see applicable, I will consult with my tax advisor to determine my appropriate tax withholding.

Federal Income Tax Withholding

- Generally, twenty percent (20%) mandatory Federal Income Tax withholding will apply to the taxable amount of all withdrawals paid directly to me unless an exception applies.

Early Withdrawal Penalty

- I may be subject to an additional ten percent (10%) tax penalty for withdrawals if I am under the age of 59½, unless another exception to the early withdrawal penalty applies.

Required Minimum Distributions (Age 70½ or older)

- A ten percent (10%) Federal Income Tax withholding will apply to the taxable amount of my withdrawal, unless I elect to not have Federal Income Tax withheld.
- If I wish to have additional Federal Income Taxes withheld, I may elect so by entering a percentage or dollar amount on the line provided.

Direct Rollovers

- Direct rollovers are not subject to Federal Income Tax withholding.
- A rollover of Non-Roth assets to a Roth IRA are subject to Federal Income Tax and will be reported as taxable income to me.
- I am responsible for paying any income tax due on this withdrawal.

Income Tax Withholding Applicable to Payments Delivered Outside the U.S.

- If I am a U.S. citizen or U.S. resident alien and my payment is to be delivered outside the U.S. or its possessions, I may not elect out of Federal Income Tax withholding.

Income Tax Withholding for a Non-U.S. Person

- If I am a non-resident alien, I must complete the 'Non-Resident Alien or Other Certification' section of this form.
- The withholding rate applicable to my payment is thirty percent (30%) unless a reduced rate applies because my country of residence has entered into a tax treaty with the U.S. and the treaty provides for a reduced withholding rate or an exemption from withholding. In order to claim a treaty rate, I must complete the appropriate fields, tax treaty section, if applicable and provide a U.S. Taxpayer Identification Number. I may call 1-800-TAX-FORM (829-3676) or visit <http://www.irs.gov> for further information. If I need and as I see applicable, I will consult with my tax advisor to determine my appropriate tax withholding.

State Income Tax Withholding

- If applicable, I will attach my State's Income Tax withholding form to make tax elections when required. In the event these forms are required for my withdrawal and not submitted, Service Provider will withhold in accordance with applicable state regulations.
- If I live in the state that mandates State Income Tax withholding, State Income Tax will be withheld. If I wish to have additional State Income Tax withheld, I may elect so by entering a percentage or dollar amount on the line provided.
- Certain states allow an election for no State Income Tax withholding depending on the reason and type of withdrawal I have selected. For these states only, State Income Tax will be withheld unless I properly elect otherwise on the form.
- Certain states do not require mandatory withholding but allow to elect State Income Tax withholding depending on the reason and type of withdrawal I have selected. If I elect this, State Income Tax will be withheld based on a default rate/rules provided by the state of my residence. I may elect to have an additional State Income Tax withheld by entering a percentage or a dollar amount on the line provided.
- **For more information and applicable forms or documentation that may be required for my state**, refer to the appropriate state tax authority.

Section I: Signatures and Consent

- **Handwritten signatures are required on this form. Electronic signatures will not be accepted and will result in a significant delay.**

My Consent

- My signature and the date of my signature are required.
- I attest to receiving, reading, understanding and agreeing to all provisions of this Withdrawal Form Request, the Participant Withdrawal Guide and the 402(f) Notice of Special Tax Rules on Distributions.

My Signature Notarization

Direct Deposit via New ACH or Wire Transfer

- If I have requested for my withdrawal to be delivered Direct Deposit via New ACH or as a Wire Transfer or if I have an existing ACH that was established less than 15 days ago, I must have my signature notarized or witnessed by my Plan Administrator. If my signature is not notarized or witnessed by my Plan Administrator or if the required documentation is missing, a check will be sent to address of record.

Permanent Address Change

- I would check this box if I would like for Service Provider to update the address on file to this new permanent address. If I am requesting a check, I understand that it will be mailed to this address.
- **I must notify my employer of my address change.**
- Any changes to my address must be notarized or witnessed by my authorized Plan Administrator.

My Plan Administrator Witnessing My Signature

- By signing this section, my Plan Administrator signature is certifying that they have witnessed my signature for a permanent address change.
- If my Plan Administrator will not sign that they are witnessing a signature, I must obtain the applicable notarization.

Section J: Where should I send this form?

- Once I have completed this Withdrawal Form, including obtaining all signatures, I must forward it according to the instructions listed in this section.
- If I have elected to upload or fax this Withdrawal Form to Service Provider, I need to allow 2-4 hours for receipt before I check on the status.
- We will not accept hand delivered forms at Express Mail addresses.

Required Information

Important Note

- Although every effort is made to keep the information in this Guide current, it is subject to change without notice. Federal, state, and local tax laws may be revised, and new Plan provisions may be adopted by the Plan. For the most up to date version of this Guide, please visit the website at empowermyretirement.com or call Client Service at 1-800-338-4015.
- Access to the Voice Response System or the website may be limited or unavailable during periods of peak demand, market volatility, systems upgrades, maintenance or for other reasons.
- For more information about available investment options, including fees and expenses, I may obtain applicable prospectuses and/or disclosure documents regarding Plan investments and fees available from my Plan administrator and/or Plan Service representative. Read them carefully before investing.

402(f) NOTICE OF SPECIAL TAX RULES ON DISTRIBUTIONS

For Payments Not From a Designated Roth Account

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from Partners Profit Sharing & 401(k) Plan (the "Plan") is eligible to be rolled over to an IRA or 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 that are not from a designated Roth account (a type of account with special tax rules in some employer plans). If you also receive a payment from a designated Roth account in the Plan, you will be provided a different notice for that payment, and 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 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).

What types of retirement accounts and plans may accept my rollover?

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.

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. 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 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) or age 72 (if you were born after June 30, 1949) 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;
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution; and
- 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 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 (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. 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.

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 the year of the separation;
- Payments of up to \$5,000 made to you from a defined contribution plan within one year after the birth or adoption of a child;
- 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 a 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 itemize 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 for certain distributions relating to certain federally declared disasters; and
- Phased retirement payment 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 an 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 in income, 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:

- The exception for payments made after you separate from service if you will be at least age 55 in the year of the 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 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 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

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 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. In addition, special rules apply when you do a rollover, as described below.

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 directly 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 directly 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 after-tax contributions are treated as rolled over last. 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 from the IRS, 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 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 employer plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

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 outstanding amount of the loan, typically when your employment ends. The offset amount is treated as a distribution to you at the time of the offset. Generally, you may roll over all or any portion of the offset amount. Any offset amount 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).

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, 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 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 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 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 to a Roth IRA

If you roll over a payment from the Plan 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. 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).

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

If you do a rollover to a designated Roth account in the 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. However, the 10% additional tax on early distributions will not apply (unless 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).

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 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 this 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 you made the first contribution 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 of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies).

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.

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

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

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. Payments from the inherited IRA 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.

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 and the same tax treatment that 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). 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, 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 (not including payments from a designated Roth account in the Plan), the Plan is not required to allow you to do a direct rollover and is not required to withhold federal income taxes. However, you may do a 60-day rollover. Unless you elect otherwise, a mandatory cash-out 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 or the payor. 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).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information on special rollover rights related to the U.S. Armed Forces, 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 the IRS website at www.irs.gov.

Postponement of Distribution Notice

Generally, if your vested benefit exceeds \$5,000.00, you have the right to defer distribution of your vested account balance from the Plan. If you elect to defer your distribution, the Plan will not make a distribution to you without your consent until required by the terms of the Plan or by law. If you elect to defer your distribution, your vested account balance will continue to experience investment gains, losses and Plan expenses. As a result, the value of your vested account balance ultimately distributed to you could be more or less than the value of your current vested account balance. In determining the economic consequences of postponing your distribution, you should compare the administration cost and investment options (including fees) applicable to your vested account balance in the Plan if you postpone your distribution to the costs and options you may obtain with investment options outside the Plan.

Upon distribution of your vested account balance from the Plan, you will be taxed (except to the extent your vested account balance consists of after-tax contributions or qualified amounts held in a ROTH money source) on your vested account balance at the time of the distribution if you do not rollover your balance. As explained in greater detail in the 402(f) Notice of Special Tax Rules on Distributions, you can roll over your distribution directly or you may receive your distribution and roll it over within 60 days to avoid current taxation and to continue to have the opportunity to accumulate tax-deferred earnings. There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% penalty tax may apply to distributions made before you reach age 59½, unless another exception applies.

If you defer your distribution of your vested account balance, you may invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees, expenses, and currently available Plan investment options, including investment related fees, refer to the prospectuses and/or disclosure documents regarding Plan investments and fees available from your Plan administrator and/or Plan service representative.

When considering whether to defer your distribution, carefully review the Plan Document and/or Plan's Summary Plan Description, including the sections on timing of distributions and available distributions.

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, *Contributions to Individual Retirement Arrangements (IRAs)*; IRS Publication 590-B, *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.

402(f) NOTICE OF SPECIAL TAX RULES ON DISTRIBUTIONS

For Payments From a Designated Roth Account

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the Partners Profit Sharing & 401(k) Plan (the "Plan") is eligible to be rolled over to a Roth IRA or designated Roth account in an employer plan. This notice is intended to help you decide whether to do a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, you will be provided a different notice for that payment, and 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 designated Roth account 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?

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 (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.

What types of retirement account and plans may accept my rollover?

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?

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 designated Roth account in an 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) or age 72 (if you were born after June 30, 1949) 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;
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution; and
- 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 S corporation stock is held by an IRA).

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 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.

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 the year of the separation;
- Payments of up to \$5,000 made to you from a defined contribution plan within one year after the birth or adoption of a child;
- 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 a 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 itemize 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; and
- Payments for certain distributions relating to certain federally declared disasters.

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:

- The exception for payment made after you separate from service if you will be at least age 55 in the year of the 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 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 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 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 from the IRS, 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 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 outstanding amount of the loan, typically when your employment ends. The offset amount is treated as a distribution to you at the time of the offset. Generally, you may rollover all or any portion of the offset amount. 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 rollover 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, then you have 60 days from the date the offset occurs to complete your rollover.

If you receive a nonqualified distribution and 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 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 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 with respect to the earnings allocated to the payment that you do not roll over, 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 that is not a qualified distribution made before age 59½ will be subject to the 10% additional income tax on earnings allocated to the payment (unless an exception applies). Other differences include 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 receive a nonqualified distribution, 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 nonqualified distributions 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 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, whether the payment 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 receive a nonqualified distribution and 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 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 were born before July 1, 1949) or age 72 (if you were born after June 30, 1949).

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 Roth IRA. Payments from the inherited 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 Roth IRA.

Payments under a qualified domestic relations order. If you are the spouse or a 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 and the same tax treatment that the participant would have (for example, you may roll over the payment as described in this notice).

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 (only including payments from the designated Roth account in the Plan) are less than \$200, the Plan is not required to allow you to do a direct rollover and is not required to withhold federal income taxes. However, you can do a 60-day rollover.

Unless you elect otherwise, a mandatory cash-out 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 or the payor. 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).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information on special rollover rights related to the U.S. Armed Forces, 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 the IRS website at www.irs.gov.

Postponement of Distribution Notice

Generally, if your vested benefit exceeds \$5,000.00, you have the right to defer distribution of your vested account balance from the Plan. If you elect to defer your distribution, the Plan will not make a distribution to you without your consent until required by the terms of the Plan or by law. If you elect to defer your distribution, your vested account balance will

continue to experience investment gains, losses and Plan expenses. As a result, the value of your vested account balance ultimately distributed to you could be more or less than the value of your current vested account balance. In determining the economic consequences of postponing your distribution, you should compare the administration cost and investment options (including fees) applicable to your vested account balance in the Plan if you postpone your distribution to the costs and options you may obtain with investment options outside the Plan.

Upon distribution of your vested account balance from the Plan, you will be taxed (except to the extent your vested account balance consists of after-tax contributions or qualified amounts held in a ROTH money source) on your vested account balance at the time of the distribution if you do not rollover your balance. As explained in greater detail in the 402(f) Notice of Special Tax Rules on Distributions, you can roll over your distribution directly or you may receive your distribution and roll it over within 60 days to avoid current taxation and to continue to have the opportunity to accumulate tax-deferred earnings. There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% penalty tax may apply to distributions made before you reach age 59½, unless another exception applies.

If you defer your distribution of your vested account balance, you may invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees, expenses, and currently available Plan investment options, including investment related fees, refer to the prospectuses and/or disclosure documents regarding Plan investments and fees available from your Plan administrator and/or Plan service representative.

When considering whether to defer your distribution, carefully review the Plan Document and/or Plan's Summary Plan Description, including the sections on timing of distributions and available distributions.

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, *Contributions to Individual Retirement Arrangements (IRAs)*; IRS Publication 590-B, *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.