



PARTICIPANT DISTRIBUTION NOTICE

MINIMUM NOTICE PERIOD. *For at least 30 days after you receive this notice*, you have the right to consider your decision whether to consent to a distribution of your Vested Account Balance and whether to elect a direct rollover of any portion of your eligible rollover distribution. If you sign and return the attached Participant Distribution Election Form to the plan administrator less than 30 days after you receive this notice, the plan administrator's receipt of your signed form is *your affirmative waiver* of any unexpired portion of the minimum 30-day period and your affirmative election of a distribution or a direct rollover.

The Plan Administrator will not charge your account directly for the expenses associated with processing your distribution.

Enclosed are the following forms:

- **Participant Distribution Election.** Use this form to elect payment of your benefits.
- **Special Tax Notice Regarding Plan Payments.** This notice explains your right to elect a direct rollover of your Vested Account Balance to another plan or to an IRA. This notice also explains the income tax withholding rules if you elect to receive a direct payment from the Plan.

If you do not wish to receive payment or elect a direct rollover at this time, request and complete an **Election to Postpone Distribution of Benefits** form. You cannot use this form if you have reached the latest time under the Plan for commencing distribution.

Benefit payment options. The Plan permits you to elect distribution in the following forms:

- (a) Direct rollover.
- (b) Lump sum payment
- (c) Installments over a specified period of time

You also may elect one form of payment for one part of your Vested Account Balance and another form of payment for another part of your Vested Account Balance. For example, you may elect direct rollover for part of your Vested Account Balance and a lump sum payment or installments for the other part. See the "Special Tax Notice Regarding Plan Payments" for rules on splitting your distribution.

If you are less than 100% vested in your Account Balance, and you elect distribution before you have incurred five consecutive breaks in service, you must elect a lump sum payment or direct rollover of your Vested Account Balance, known under the Plan as a "cash-out distribution". A cash-out distribution results in the forfeiture of the nonvested portion of your Account Balance. Your election of a cash-out distribution is a consent to this forfeiture. If you return to employment with the Employer before your fifth consecutive break in service, the Plan provides you a 5-year period during which you may repay the entire amount of your cash-out distribution and restore your forfeited nonvested Account Balance.

Postponement of Distribution. You do not have to commence distribution if you have not attained normal retirement age under the Plan (or age 62, if later). If you do not wish to commence distribution at this time, you must complete the **Election to Postpone Distribution of Benefits** form. This form allows you to elect a delayed distribution date. You will receive a notice from the Plan shortly before that delayed distribution date explaining your distribution rights. Under a postponement election, your Vested Account Balance will be subject to adjustment for investment earnings, gains or losses. Because of the investment performance of the trust fund, the amount the Trustee ultimately pays you at your postponed distribution date could be more or less than the value of your Vested Account Balance described in this notice. Attached as an Addendum to this form is a description of the Plan investment options available to you (and the fees

associated with those investments), if you elect to defer your distribution to a later date. The Plan pools the assets from all participant accounts and the trustee invests those assets for the plan as a whole. If you choose to defer distribution of your account, the account will remain part of this investment pool, and will be credited and charged with gains, losses, expenses and fees in the same manner as the accounts of all other participants. The Plan Administrator may elect to allocate administrative fees to terminated participant accounts. ***If you fail to complete and return the Participant Distribution Election form or if you fail to specify a later distribution date in the Postponement of Distribution Election form, the Plan Administrator will treat your failure as an election to defer your distribution until the later of age 62 or normal retirement age.*** However, unless the plan imposes a restriction on the timing of your distribution, you may revoke your election to defer distribution and receive a distribution in accordance with the Plan.

If you elect to receive your Plan distribution rather than postpone the distribution, you will be subject to immediate federal and the 10% premature distribution taxation (unless you are 59½ or qualify for an exception) and you will lose the opportunity to accumulate earnings on your retirement account on a tax-deferred basis (tax-free for Roth contributions) for retirement unless you roll over the distribution to an IRA or other retirement plan. This means by taking the distribution now, you could end up with a much lower retirement income, that if you leave the assets in the plan to build (tax-deferred or tax-free) for your retirement. This could be the result even if you invest (instead of spend) the amount of your distribution that you have left after payment of taxes.

Financial Effect of Distribution Options. A direct rollover means the Plan pays the distribution amount directly to another plan or to an IRA. See “Special Tax Notice Regarding Plan Payments”, included with your package. A lump sum payment means you receive a single payment of the distribution amount. Under an installment distribution, the Plan makes periodic payment of your Vested Account Balance over a specified period of time. You may elect to take the installment distributions directly from the trust or you may elect to have the Plan buy a nontransferable annuity contract which will provide the installment distributions. If you elect installment payments directly from the Plan, your Vested Account Balance will be subject to gain or loss in the same manner as other trust fund assets. The total amount the Trustee ultimately pays you could be more or less than the value of your Vested Account Balance as of the proposed distribution date or as of the date of the termination of your employment with the Employer. If you are married, your spouse must consent to the beneficiary designation unless your spouse is the only designated beneficiary.

If you elect installment payments directly from the Plan, the Plan will calculate each annual installment payment by dividing your latest Vested Account Balance by the remaining installment period. After commencing an installment distribution, you may accelerate the payment of all or any portion, or your unpaid Vested Account Balance at any time. Under a nontransferable annuity contract, the Plan will apply your entire Vested Account Balance to the purchase of the contract and the contract will provide payments over the elected installment term. The level of payments provided under the contract will depend on the terms of the contract you choose.

Further information. If you have any questions regarding the information provided in this notice or any form included with your distribution package, please contact the plan administrator of the Plan.

**ADDENDUM TO DISTRIBUTION NOTICE
INVESTMENTS AVAILABLE
AAAA RETIREMENT FUND**

The following investments are available under the Plan as of the date of this Distribution Notice. The fees applicable to the investments are as indicated. The available investments and fees may change over time. We will not update this Addendum unless you receive a subsequent Distribution Notice under the Plan.

AVAILABLE INVESTMENTS	APPLICABLE FEES
Morley Stable Value	This mutual fund's expense ratio is .50% of assets. The fund's investment performance shown is net of this expense.
PIMCO Bond Fund (PTTRX)	This mutual fund's expense ratio is .43% of assets. The fund's investment performance shown is net of this expense.
Vanguard Wellington Fund (VWENX)	This mutual fund's expense ratio is .23% of assets. The fund's investment performance shown is net of this expense.
American Beacon Large Cap Value (AAGPX)	This mutual fund's expense ratio is .83% of assets. The fund's investment performance shown is net of this expense.
Vanguard Index 500 (VINIX)	This mutual fund's expense ratio is .05% of assets. The fund's investment performance shown is net of this expense.
Fidelity Contrafund (FCNTX)	This mutual fund's expense ratio is .94% of assets. The fund's investment performance shown is net of this expense.
T. Rowe Price Growth Stock (PRGFX)	This mutual fund's expense ratio is .71% of assets. The fund's investment performance shown is net of this expense.
Goldman Sachs Mid Cap Value (GSMCX)	This mutual fund's expense ratio is .76% of assets. The fund's investment performance shown is net of this expense.
Jennison Mid Cap Growth A (PEEAX)	This mutual fund's expense ratio is 1.19% of assets. The fund's investment performance shown is net of this expense.
Templeton Foreign Equity Fund (TFEQX)	This mutual fund's expense ratio is .80% of assets. The fund's investment performance shown is net of this expense.
Artisan International Fund (ARTIX)	This mutual fund's expense ratio is 1.22% of assets. The fund's investment performance shown is net of this expense. Any shares held for less than 90 days will be charged a 2% redemption fee by Artisan.
T. Rowe Price Small-Cap Stock (OTCFX)	This mutual fund's expense ratio is .93% of assets. The fund's investment performance shown is net of this expense.
Conservative Portfolio	The approximate expense ratio for this portfolio fund is .53% of assets. The fund's investment performance shown is net of this expense.
Moderate Portfolio	The approximate expense ratio for this portfolio fund is .71% of assets. The fund's investment performance shown is net of this expense.
Aggressive Portfolio	The approximate expense ratio for this portfolio fund is .83% of assets. The fund's investment performance shown is net of this expense.