

Express Mail

(check box if applicable)

- I wish to have my disbursement check sent by express mail. Therefore, please deduct \$10.50 from my account prior to the distribution. **Please Note:** Express mail is *not* available for delivery to post office boxes.

Election For Withholding of State Income Taxes

(For Single Sum Payments and Rollovers of non-Roth money to a Roth IRA)

- A. Mandatory State Withholding:** If you reside in **North Carolina (NC)** or another state where state income tax withholding is mandatory **AR, CA*, DE, IA, KS, MA, MD (mandatory for eligible rollover distributions only, subject to 20% mandatory federal withholding), ME, NE, OK*, OR*, VA or VT*** applicable withholding will be deducted automatically, unless an election out is applicable (see below). Note: Some states require withholding if federal income tax is withheld from the distribution.

- My resident state is **North Carolina (NC), AR, DE, KS, ME, NE, or VA (for NE and VA, election out is allowed for payments from IRA's only)** and I do not want state income tax withholding deducted from my distribution. (An election out of **North Carolina (NC), AR, DE, KS, ME or VA** state tax is not allowed for eligible rollover distributions, subject to 20% mandatory federal withholding.) **Important note to Maine (ME) residents, If you elect out of ME withholding, you must either have elected out of federal withholding, or have no Maine State tax liability in the prior or current years.**

- *My resident state is one of the following: **CA, OK, OR, **VT** and withholding is required if federal income tax is withheld, unless I elect out of state withholding. By checking this box I am electing out of state withholding. **An election out is not allowed for eligible rollover distributions, subject to 20% mandatory federal withholding.

- B. Voluntary State Withholding:** Please check the appropriate box below. If state income tax withholding is not mandatory in your state, you may be allowed to request state tax withholding. If your state of residence is not listed, or if you choose a method of withholding that is not offered for your state, we cannot withhold state income tax.

- I reside in one of the following voluntary withholding states: **AL, CO, CT, DC, GA, ID, IL, IN, KY, LA, MD (non-eligible rollover distributions only), MI, MN, MO, MS, MT, ND, NE, NJ, NM, NY, OH, PA, RI, SC, UT, VA, WI, WV (NE and VA state withholding is voluntary for payments from IRA's only)** and would like state income tax withheld. (Specify a percentage or dollar amount to be withheld.)

_____ % or \$ _____

- I reside in one of the voluntary withholding states listed above and I do not want state income tax withholding deducted from my distribution.

- C. No State Withholding:** Some states do not have state income tax withholding.

- My resident state is one of the following: **AK, FL, HI, NV, NH, SD, TN, TX, WA, WY** and there is no state income tax withholding.

- My resident state is **AZ** and there is no state income tax withholding on non-periodic (single sum) payments.

**Your
Authorization**

I certify that the information I have provided is true and correct and will be relied upon in processing my request and the tax implications regarding this disbursement. I understand that any failure in this regard, inaccurate assertion or misrepresentation may jeopardize the ability of my employer to offer the plan and may subject me to disciplinary action, including severance from employment. I will be responsible for its accuracy in the event any dispute arises with respect to the transaction. I certify all other distributions (other than hardship distributions) and non-taxable loans under this and all other employee benefit plans maintained by my employer have been obtained or sought and I will not cause further hardship. I have read the attached **Special Tax Notice Regarding Plan Payments** and I understand the tax implications regarding this disbursement.

If there are investment options available through your retirement account that are subject to the fund's market timing policies, you may be subject to restrictions or incur fees if you engage in excessive trading activity in those investments. You may wish to review the fund prospectus or your retirement account's market timing policy prior to submitting this transaction request. If a fee applies to the transaction, you will be able to view the details after the transaction is processed by logging on to the retirement internet site at www.prudential.com/online/retirement.

_____ Date ____|____|____
Participant's signature

**Your
Plan's
Authorization**

This section must be completed by your employer and signed by an authorized plan representative.

_____ Date ____|____|____
Authorized plan representative's signature

Print name and title

_____ Date ____|____|____
Authorized plan representative's signature (if two signatures are required)

Print name and title

Prudential fax number: 1-866-439-8602.

ALAMEDA COUNTY DEFERRED COMPENSATION PLAN
APPLICATION FOR EMERGENCY WITHDRAWAL

Marital Status:

Married Single, widowed or legally divorced

If married, you must have your spouse complete the Spousal Consent area.

SPOUSAL CONSENT:

I am the spouse of (participant) _____

I consent to this in-service distribution of Deferred Compensation Plan funds from his/her account based on emergency withdrawal provisions of the plan.

Signature of Spouse _____ Date _____

Name of Spouse – **print**

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Spouse's signature - **must be witnessed by a notary public OR authorized plan representative.**

Subscribed and sworn before me on the _____ day of _____, the year _____.

My notary commission expires _____ with the state of _____

Signature of notary or authorized plan representative.

X _____ Date _____

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**REQUEST FOR UNFORESEEABLE EMERGENCY
WITHDRAWAL APPLICATION INSTRUCTIONS**

THE ADMINISTRATION OF THE PLAN MAY BE AUDITED FROM TIME TO TIME BY THE INTERNAL REVENUE SERVICE FOR DETERMINATION OF FULL ADHERENCE TO THE REQUIREMENTS OF THE INTERNAL REVENUE CODE AND RELATED REGULATIONS. IF THE PLAN IS NOT ADMINISTERED IN COMPLIANCE WITH TAX LAWS, THE TAX BENEFITS OF THE PLAN CAN BE DENIED TO ALL PARTICIPANTS IN THE PLAN. FOR THIS REASON, INTERNAL REVENUE CODE AND IRS REGULATIONS MUST BE STRICTLY ENFORCED.

This application is made to satisfy an immediate and heavy financial need arising from one or more of the circumstances checked below which represent a legal obligation of the applicant, and which cannot be met by other reasonable available resources.

Name _____ Soc. Sec. No. _____

Date of Birth _____ Payroll Agency _____

Address _____

Business Telephone No. _____ Home Telephone No. _____

Amount of emergency distribution \$. _____

I. R. S. regulations state that an unforeseeable emergency is a severe financial hardship to a participant resulting from:

_____ A sudden and unexpected illness, accident, or disability of the participant, beneficiary, his or her spouse, or of a dependent of the participant or beneficiary.

_____ Loss of the participant's or beneficiary's property due to casualty including imminent foreclosure of or eviction from the participant's or beneficiary's primary residence or the need to rebuild a home following damage to a home not otherwise covered by homeowner's insurance, e.g. as a result of a natural disaster.

_____ Other similar extraordinary and unforeseeable circumstances as a result of events beyond the control of the participant or beneficiary.

_____ The need to pay for medical expenses (including non-refundable deductibles and the cost of prescription drug medication) for self, spouse, or dependent. **(Provide copies of all medical bills and insurance coverage's.)**

_____ Total disability, resulting in the inability to meet current financial obligations. **(Provide Physician's Statement.)**

_____ Inability to pay funeral expenses of spouse or dependent. **(Provide a copy of unpaid funeral bill.)**

The circumstances that constitute an unforeseeable emergency will depend on the facts of each case. A distribution may not be made to the extent that such hardship may be relieved by funds gained through:

- 1.) Reimbursement or compensation by insurance or other sources.
- 2.) Liquidation of the participant's assets, to the extent such liquidation would not itself cause severe financial hardship.
- 3.) Discontinuing deferrals.

Generally not considered a "severe financial hardship" are not personal expenses normally budget table such as:

- 1.) Purchase of a home.**
- 2.) Purchase or receipt of an automobile.**
- 3.) College or other educational expense.**
- 4.) Normal monthly bills (ie. rent, mortgage, credit card bills)**
- 5.) Payment of loans.**
- 6.) Elective Surgery.**
- 7.) Taxes.**

If you feel that you qualify for a withdrawal of funds, please complete the information requested on the attached sheets. Information must be complete or this form will be returned for additional information, thereby creating a delay in consideration.

For your request to be considered for approval, supporting documents must be submitted with this application. The following are examples of supporting documents that might be submitted.

- 1.) Medical bills and insurance statement showing amounts paid and due.
- 2.) Applicable death certificate.
- 3.) Doctor's statement verifying disability.
- 4.) Police or fire accident report.
- 5.) Written statement verifying property loss not covered by insurance.
- 6.) Notarized statements.
- 7.) Other documentation as may be needed.

Therefore, in support of this application and the representation made herein. I submit the attached documentation (e.g. copy of actual medical, funeral bill or other circumstantial information) as proof of the purpose and amount requested, and hereby certify the financial need that occasioned the application cannot be relieved.

I understand that this application can be approved only if the immediate and heavy financial need which required this application cannot be relieved by other financial resources that are reasonable to me. (Further, I understand that the amount distributed cannot exceed the amount required to relieve the financial need and that I may receive a smaller amount than requested).

**UNFORESEEABLE EMERGENCY STATEMENT
(MUST BE COMPLETED AND ALL SUPPORTING DOCUMENTS
VERIFYING BOTH INCOME AND EXPENSES MUST BE ATTACHED.)**

ASSETS	CURRENT VALUE
CASH (CHECKING & SAVINGS)	_____
STOCKS AND BONDS	_____
LIFE INSURANCE CASH VALUE	_____
IRA	_____

TOTAL ASSETS	\$ _____

CURRENT MONTHLY INCOME	CURRENT EXPENSE (MONTHLY)	
<u>Source</u>	Home Mortgage Payment or Rent	\$ _____
Your Gross Salary	Utilities (Electric, Heat, Water, Tele, etc)	_____
per month \$ _____	Food	_____
Spouse's Gross Salary	Clothing	_____
per month \$ _____	Medical Expenses	_____
Other Income \$ _____	Car Payments	_____
Total Current	Other Transportation Expenses	_____
Income \$ _____	Charge Account Payments	_____
	College Expenses	_____
Taxes Withheld \$ _____	Insurance Premiums	_____
Other Deductions _____	(Life, Health, Home, Car, etc.)	_____
Total Deductions _____	Other (List)	_____
	_____	_____
	_____	_____
Total Net Income \$ _____	TOTAL CURRENT EXPENSES	\$ _____

* **NOTE:** If you feel that there are any other mitigating circumstances and wish to provide comments concerning your income, expenses or assets, please list them on the back of this form.

Please list the expenses directly related to this emergency which you are obligated to pay and attach a current copy of each bill.

<u>UNFORESEEABLE EXPENSES</u>	<u>AMOUNT</u>
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
_____	\$ _____
TOTAL	\$ _____

Please respond to the following:

1. Would you discontinue the deferrals to relieve the severe financial hardship _____ YES _____ NO?
2. If the first question was answered "NO", indicate the amount to be withdrawn to meet the financial hardship. \$ _____
3. Do you wish to continue having a deduction to your 457 plan _____ YES _____ NO?

If you have checked "NO", please contact your plan administrator to request a form to cease the deductions; the change will become effective the month following receipt of the form by your plan administrator and not less than two (2) pay periods.

Note: If you elect to discontinue your deferrals at this time, a payroll modification form must be completed in order to restart in the Plan subject to the restrictions of the Plan Document.

4. Please state in your own words what unforeseeable event has occurred since you enrolled in the Plan which has caused you to have an extreme hardship.

5. Have you attempted to gain the needed funds from any of the applicable sources below:

- | | | | | | |
|----|----------------------------|-------|-----|-------|----|
| a. | Credit | _____ | YES | _____ | NO |
| b. | Bank | _____ | YES | _____ | NO |
| c. | Savings & Loan | _____ | YES | _____ | NO |
| d. | Deferred Compensation Loan | _____ | YES | _____ | NO |
| e. | I.R.A. | _____ | YES | _____ | NO |
| f. | Sale of Assets | _____ | YES | _____ | NO |
| g. | Stop deferral | _____ | YES | _____ | NO |
| h. | Other | _____ | YES | _____ | NO |

If you have responded "NO" to any of the above options, or if you considered any of these sources and were either turned down or unable to sell certain assets, please explain WHY this occurred.

**ALAMEDA COUNTY DEFERRED COMPENSATION PLAN
APPLICATION FOR EMERGENCY WITHDRAWAL**

Attached are forms to be used to support your request for an emergency withdrawal from your Deferred Compensation Plan account due to a financial hardship. For prompt consideration of your request, complete all forms and attach the requested documentation. Only completed requests will be reviewed.

Documentation Checklist. Please check any pertinent documentation you have submitted to support your claim of severe financial hardship and **return** this checklist with your hardship package.

- _____ Most recent paycheck stub (**required**)
- _____ Most recent paycheck stub of spouse, showing payroll deductions
- _____ Spousal Consent form (**required**)
- _____ Most recent Disability (SDI) or Workers Compensation check stub
- _____ Copy of last year's income tax returns
- _____ Copy of house payment statement or rental receipts
- _____ Copy of Foreclosure Notice or Eviction Notice
- _____ Copy of medical statement stating medical condition and expected return-to-work date
- _____ Medical bills showing amount required to pay
- _____ Contractor's estimate for repair due to catastrophic damages not covered by insurance
- _____ Statement from appropriate government agency or contractor attesting to cause of damage (earthquake, theft, etc.)
- _____ Copy of IRS tax filing for legal dependents other than spouse and children
- _____ Copy of death certificate
- _____ Copy of itemized funeral bill
- _____ Most recent copy of bank savings account or credit union savings account statement
- _____ Accident report, police report
- _____ Other

RETURN APPLICATION AND DOCUMENTATION TO:

Alameda County Treasurer's Office
Attn: DC Administration
1221 Oak Street, 1st Floor, Room 131
Oakland CA, 94612
Interoffice mail QIC 20114

Applies to Section 457(b) Governmental Plans Only

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Retain For Your Records

This notice is provided to you by Prudential Financial, Inc., on behalf of the plan administrator (“Plan Administrator”).

Right to Defer Distributions from Defined Contribution Plans

You may be eligible to receive a distribution from your employer’s retirement plan now. Instead of taking a distribution now, you may elect to defer receiving a distribution until a later date -- typically as late as age 70-1/2. (If your account balance does not exceed \$5,000 (or the amount of your plan’s cashout threshold), you may not have a right to defer payment.) If you defer receiving a distribution, the plan investment options available to you thereafter (including related fees) generally will be the same as those available to active employees. However, certain plan features, such as the right to repay or take a loan from the plan, may not be available if you have terminated employment. Please refer to your summary plan description and fund fact sheets for more information about plan investment options, investment related expenses, any plan restrictions or charges applicable to terminated employees, payment options, and any other special rules that may impact your distribution decision. If you elect to receive a distribution that you roll over to another eligible retirement plan such as an IRA, the investment options offered under your current employer’s plan (e.g., mutual funds, separate accounts) may not be available to you or, if available, are likely to carry higher expenses if transferred to an IRA. If you elect to receive a distribution but do not roll it over to another eligible retirement plan, such action triggers taxation (possibly including a 10% penalty), results in loss of future tax-deferred earnings (if any), and may diminish the funds available to you for retirement purposes. For additional information about plan investment options (and related fees), plan restrictions or charges applicable to terminated employees who defer receiving a distribution, or if you have other questions regarding your right to defer a distribution, and the consequences of failing to defer, please contact Prudential at the number provided on your benefit statement.

For Payments Not From a Designated Roth Account

This notice describes the rollover rules that apply to payments from your employer’s plan (the “Plan”) that are not from a designated Roth account (a type of account with special tax rules in some employer plans). A different notice is provided for payments from a designated Roth account.

YOUR ROLLOVER OPTIONS

This notice is provided to you because all or part of the payments you may receive from the employer’s plan (the “Plan”) may be eligible for rollover to an IRA or an eligible employer plan. This notice is intended to help you decide whether to do such a rollover. If you have additional questions after reading this notice, you can contact your Plan Administrator.

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. In addition, distributions from this Plan are generally not subject to the 10% additional income tax that applies to pre-59 ½ distributions from other types of plans. However, any distribution from this Plan that is attributable to an amount you roll over to the Plan from another type of eligible employer plan or IRA amount is subject to the 10% additional income tax if it is distributed to you before you reach age 59 1/2 (unless an exception applies, see “What are the exceptions to the 10% additional income tax that applies to early distributions” below).

Where may I roll over the payment?

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. 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. 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.

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Unforeseeable emergency distributions
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment

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

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

If you receive a payment from an IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions from the IRA, unless an exception applies.

What are the exceptions to the 10% additional income tax that applies to early distributions?

In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions applicable to Section 401 and 403 employer plans for early distributions from a plan, which are as follows:

- 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 made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days

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

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

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. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and will be taxed unless you do a 60-day rollover in the amount of the loan offset to an IRA or employer plan.

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

If 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 your plan offers Roth contributions and also permits Roth In-Plan Rollovers

If you roll over the payment to a designated Roth account in the Plan, the amount of the payment rolled over will be taxed. If you take the amount rolled over out of the designated Roth account within the 5-year period that begins on January 1 of the year of the rollover, the 10% additional tax on early distributions may apply to amounts you had previously rolled over from another type of eligible employer plan (unless an exception applies).

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

If you roll over your payment to a Roth IRA

If you roll over the payment to a Roth IRA, a special rule applies under which the amount of the payment rolled over 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, Individual Retirement Arrangements (IRAs).

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 special rules for public safety officers do not apply.

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 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 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 the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it). Payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien

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

Other special rules

If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year are less than \$200 (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 for federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout of more than \$1,000 (not including payments from a designated Roth account in the Plan) will be directly rolled over to an IRA chosen by the Plan Administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000, or the amount of your Plan's cashout threshold (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, see IRS Publication 3, Armed Forces' Tax Guide.

If you expatriate from the U.S., you may be subject to special rules, and should consult with your personal tax advisor to determine if you are required to provide Prudential with IRS Form W-8CE.

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, 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.

Applies to Section 457(b) Governmental Plans Only

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Retain For Your Records

This notice is provided to you by Prudential Financial, Inc., on behalf of the plan administrator (“Plan Administrator”).

Right to Defer Distributions from Defined Contribution Plans

You may be eligible to receive a distribution from your employer's retirement plan now. Instead of taking a distribution now, you may elect to defer receiving a distribution until a later date -- typically as late as age 70-1/2. (If your account balance does not exceed \$5,000 (or the amount of your plan's cashout threshold), you may not have a right to defer payment.) If you defer receiving a distribution, the plan investment options available to you thereafter (including related fees) generally will be the same as those available to active employees. However, certain plan features, such as the right to repay or take a loan from the plan, may not be available if you have terminated employment. Please refer to your summary plan description and fund fact sheets for more information about plan investment options, investment related expenses, any plan restrictions or charges applicable to terminated employees, payment options, and any other special rules that may impact your distribution decision. If you elect to receive a distribution that you roll over to another eligible retirement plan such as an IRA, the investment options offered under your current employer's plan (e.g., mutual funds, separate accounts) may not be available to you or, if available, are likely to carry higher expenses if transferred to an IRA. If you elect to receive a distribution but do not roll it over to another eligible retirement plan, such action triggers taxation (possibly including a 10% penalty), results in loss of future tax-deferred earnings (if any), and may diminish the funds available to you for retirement purposes. For additional information about plan investment options (and related fees), plan restrictions or charges applicable to terminated employees who defer receiving a distribution, or if you have other questions regarding your right to defer a distribution, and the consequences of failing to defer, please contact Prudential at the number provided on your benefit statement.

For Payments From a Designated Roth Account

This notice describes the rollover rules that apply to payments from your employer's plan (the “Plan”) that are from a designated Roth account. A different notice is provided for payments not from a designated Roth account.

YOUR ROLLOVER OPTIONS

This notice is provided to you because all or part of the payments you may receive from a designated Roth account in the Plan may be eligible for rollover to a Roth IRA or designated Roth account in an eligible employer plan. This notice is intended to help you decide whether to do such a rollover. If you have additional questions after reading this notice, you can contact your Plan Administrator.

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 the 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 designated Roth account in an employer plan, you will be taxed on the earnings in the payment. In addition, distributions from this Plan are generally not subject to the 10% additional income tax that applies to pre-59 ½ distributions from other types of plans. However, the taxable amount of any distribution from this Plan that is attributable to an amount you rolled over to the Plan from another type of eligible employer plan is subject to the 10% additional income tax if it is distributed to you before you reach age 59 1/2 (unless an exception applies, see “What are the exceptions to the 10% additional income tax that applies to early distributions” below). 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 59 ½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you did a direct rollover to a designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the other employer plan.

Where may I roll over the payment?

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(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, no spousal consent rules apply to Roth IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

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

How do I do a rollover?

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

If you do a direct rollover, the Plan will make the payment directly to your 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 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 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 (and if you are under age 59 ½, including the 10% additional income tax on early distributions attributable to any amount you had rolled over to the Plan from a designated Roth account in another type of eligible employer plan, 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, each of the payments will include an allocable portion of the earnings in your designated Roth account.

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

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Unforeseeable emergency distributions
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment

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

If I do a rollover to a Roth IRA, will the 10% additional income tax apply to early distributions from the Roth 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 from the Roth IRA 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 below are the same as the exceptions for early distributions from a Section 401 or 403 employer plan.

What are the exceptions to the 10% additional income tax that applies to early distributions?

In general, the exceptions to the 10% additional income tax for early distributions from a Roth IRA are the same as the exceptions applicable to Section 401 and 403 employer plans for early distributions from a plan, which are as follows:

- 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 made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days

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

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

Will I owe State income taxes?

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

SPECIAL RULES AND OPTIONS

If you miss the 60-day rollover deadline

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

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and, if the distribution is a nonqualified distribution, the earnings in the loan offset will be taxed (including the 10% additional income tax on early distributions if the amount is attributable to an amount rolled over from another type of eligible employer plan, unless an exception applies), unless you do a 60-day rollover in the amount of the earnings in the loan offset to a Roth IRA or designated Roth account in an employer plan.

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

If 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 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. However, the special rules for public safety officers do not apply.

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 59 ½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited 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 former spouse of the participant who receives a payment from the Plan under a

qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it).

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 (only 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 for federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout of more than \$1,000 from a designated Roth account in the Plan will be directly rolled over to a Roth IRA chosen by the Plan Administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000, or the amount of your Plan's cashout threshold (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, see IRS Publication 3, Armed Forces' Tax Guide.

If you expatriate from the U.S., you may be subject to special rules, and should consult with your personal tax advisor to determine if you are required to provide Prudential with IRS Form W-8CE.

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, 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.