

Important Notes:

DO NOT SEND THIS FORM DIRECTLY TO M&I. Send your completed Distribution Request Form to the Association of Unity Churches for authorization. They will forward your form to the Trust Company for processing.

Once a distribution has been processed, it will not be reversed or reissued in another manner. Since your plan is valued daily, your final distribution amount may differ from the balance you last obtained via Online Account Access or Voice Response line. **Your distribution amount will be determined as of the most recent valuation date and will reflect investment gain and/or loss.**

Distribution Rules

1. You will not be permitted to elect a direct rollover if your eligible rollover distributions are reasonably expected to total less than \$200 during a calendar year. Distributions of less than \$200 are not subject to the 20% withholding requirement.
2. Direct rollover payments will be made out to the trustee/custodian of the IRA or retirement plan, **but the check will be forwarded to you, and it becomes your responsibility to forward the funds to your designated financial institution with two exceptions.** An exception includes a direct rollover made to an M&I-administered vehicle such as a Marshall Funds IRA, M&I MaxAdvantage IRA[®], M&I Brokerage Services, Inc. IRA, etc. that will be deposited directly into your IRA account. You will be notified when the transaction has been completed.
3. You can rollover after-tax contributions and earnings to an IRA or qualified plan (if receiving plan allows). Therefore, you can designate a maximum of two IRAs or an IRA and a qualified plan as recipients of your eligible rollover.
4. If you have a **participant loan** under the plan, you may:
 - a. Pay off the loan by providing a check for the outstanding principal and interest;
 - b. Roll the outstanding loan directly to another retirement plan, if your plan allows, and provided the new plan sponsor will accept the rollover (you cannot roll a loan to an IRA);
 - c. Satisfy your loan by offsetting the amount due against your account balance. Under this alternative, generally an additional amount equal to 20% of the outstanding loan balance will be withheld for federal income taxes to the extent this amount can be netted from funds that are distributed to you. If you offset your loan balance and roll over the remainder of your account, the 20% withholding will not apply since there is no cash being distributed to you that can be used to satisfy this requirement.
5. If you receive multiple payments eligible to be rolled over, **we will assume that any election to make or not make a direct rollover with respect to one payment applies to all subsequent distributions in the series.** However, you may change a previous election at any time, and such election will apply to all subsequent payments.
6. A Hardship distribution is one, which is necessary to satisfy an immediate and heavy financial need of the Participant.

An immediate and heavy financial need of the Participant must fall under one of the following categories:

- a) Medical expenses (as defined in Code Section 213 (d)) which are incurred by the Participant or his family;
- b) Purchase of a principal residence for the Participant (excluding mortgage payments);
- c) Payment of tuition for the next 12 months of post secondary education for the Participant or his family;
- d) To prevent eviction of the Participant from his principal residence or foreclosure on the mortgage of that residence.

A distribution is deemed necessary to satisfy an immediate and heavy financial need of a Participant if the following requirements are satisfied:

- a) The distribution is not in excess of the amount of the immediate and heavy financial need of the Participant;
- b) The participant has obtained all distributions and nontaxable loans currently available under all plans maintained by the employer;
- c) The Participant is prohibited from making Salary Reduction Contributions to the Plan and all other plans maintained by the Employer for at least 12 months after receipt of the hardship distribution.

DISTRIBUTION ELECTION FORM

Plan Name: The Association of Unity Churches, Inc. Tax-Sheltered Annuity Plans **ACCOUNT NUMBER: 958002**

SECTION I: PARTICIPANT INFORMATION

Name: _____ Social Security Number: _____
Address: _____ Date of Birth: _____
City/State/Zip: _____ Marital Status: Single Daytime Phone #: _____
 Married Email Address: _____

SECTION II: REASON FOR DISTRIBUTION (CHECK ONE) IF PAYMENT DUE TO DISABILITY OR HARDSHIP, ATTACH SUPPORTING DOCUMENTATION.

Termination Retirement Death ** Permanent Disability QDRO In-Service \$ _____ Hardship \$ _____ Other _____
Date of Event _____
 Gross Net Gross Net Gross Net

SECTION III: BENEFICIARY / ALTERNATE PAYEE INFORMATION (complete if payment due to death, or QDRO distribution. If multiple beneficiaries, indicate oldest beneficiary on this form and attach additional pages.) ** IF PAYMENT DUE TO DEATH, ATTACH DEATH CERTIFICATE AND BENEFICIARY FORM.

Name: _____ Social Security Number: _____
Address: _____ Date of Birth: _____
City/State/Zip: _____ Relationship to Participant: _____

SECTION IV: DISTRIBUTION AUTHORIZATION (complete only those sections that apply)

I understand the taxable portion of my distribution that is eligible for rollover, but which is not directly rolled over and is distributed to me, is subject to mandatory 20% federal withholding plus applicable state withholding.

1. Cash Distribution Options

See Section V for federal and state withholding requirements on taxable benefits paid directly to you:

- Lump Sum, no direct rollover.** I request my entire account balance be paid to me. Do not roll over any of my eligible distribution.
- Partial Payment to me of \$ _____.** I request a partial payment be made to me from my account balance, if allowed under the provisions of the plan document.
- Installment Payments.** I request a distribution of \$ _____ be paid in a series of **annual** installment payments unless I elect a different frequency. I have indicated my tax withholding choices in Section V below. Instead of specifying an amount, you may elect distribution over a period specified below. (Requires prior approval from Plan Sponsor).
 - Term of Installment** Life Expectancy Period Indicated _____ **Begin Date:**
 - Frequency** Quarterly Benefit Monthly Benefit **Month _____ Year _____**
- Installment Payment Change.** Update Installment Payments Total (Decrease/Increase) to \$ _____
- Distribute After-Tax contribution in cash to me** and rollover remainder of my account balance. Please complete the Rollover information under Section IV, #3 of this form.
- Distribute only After-Tax contribution and applicable earnings amount (where required by law) to me,** leave the remainder of my account in the plan.

2. Rollover Distribution Options

- Total Direct Rollover.** I request a direct rollover of my entire eligible distribution as directed by my instructions below. This amount includes all after-tax contributions (if any).
- Partial Direct Rollover. Distribute \$ _____** from my account balance to me. You are directed to **roll the remaining balance** to the retirement plan or IRA indicated below. The amount I receive shall not be less than my required minimum distribution if any. Any amounts I receive will consist of first my after-tax contributions, if any, and then any amounts not previously taxed. I understand taxes will be withheld; my election for state withholding tax is indicated in Section V.
- Partial Direct Rollover.** You are directed to roll over \$ _____ to the retirement plan or IRA below and pay the remainder of the balance to me in cash.

Rollover

<input type="checkbox"/> IRA or	<input type="checkbox"/> Qualified Retirement Plan	<input type="checkbox"/> After-Tax Rollover
Name of Trustee/Custodian (Required) _____		Name of Financial Institution _____
Qualified Plan Name (if Appropriate) _____		Contact Person _____ Phone _____
Contact Person _____	Phone _____	Address _____
Address _____		City/State/Zip _____
City/State/Zip _____		

Other _____

3. Outstanding Loan Instructions (check one if applicable)

- Default Loan.** Distribute the loan as a taxable event. A 1099-R will be issued (*default if no election*)
- Pay off the Loan.** I have attached a check for the total amount of my outstanding loan balance plus interest.
- Direct Rollover of Loan.** Please roll over outstanding loan to the retirement plan identified above. This is a tax-deferred event.

NOTE: You cannot roll a loan into an IRA.

SECTION V: FEDERAL AND/OR STATE WITHHOLDING ELECTION (complete if a portion of your distribution is not eligible for direct rollover or is eligible for rollover and you want additional taxes withheld (see Notice to Participants of Distribution Elections for further explanation.))

The taxable portion of distributions eligible for rollover, and not directly rolled over, are subject to 20% mandatory federal income tax withholding. In addition, certain states also require mandatory withholding of state income taxes. M&I will automatically withhold mandatory federal and state taxes from your distribution. M&I will apply the standard federal withholding rate (married with three allowances) to installment payments over a fixed period of ten years or more unless you make an election below. M&I will apply a 10% federal income tax withholding rate to any other payment not eligible for rollover unless an election is made below.

- Federal:** **Do not withhold** Federal Income Taxes. **Do withhold** Federal Income Taxes in the amount of ____% or \$ _____
- State:** **Do not withhold** State Income Taxes. **Do withhold** State Income Taxes in the amount of ____% or \$ _____

SECTION VI: PAYEE AUTHORIZATION (distribution must occur within 90 days from date below or you must complete a new form)

I acknowledge that, within the 90-day period preceding the date of my signature below, I received, read and understood this document and the "Notice to Participants of Distribution Elections." I understand that unless I have been notified otherwise, I am not required to take a distribution at this time. I am aware that the relative values of distribution options under the Plan depend on various factors such as the performance of the market and changes in tax laws. I have been informed that I am entitled to 30 days to consider: (A) whether to elect a direct rollover of my distribution; (B) whether to consent to a distribution at this time; (C) the other information described above; and that, by signing below, I am waiving the right to this 30-day period. I further acknowledge that I have had an opportunity to consult with a tax advisor concerning this distribution. The information I have provided on this form is true and correct and may be relied upon by the Marshall & Ilsley Trust Company N.A. and the Plan Administrator in distributing the assets from my account. I hereby authorize the distribution as set forth.

X _____
Signature of Payee (participant, beneficiary or alternate payee)

Date

SECTION VII: PLAN ADMINISTRATOR INFORMATION and AUTHORIZATION (completed by employer only)

I certify the information is correct and direct Marshall & Ilsley Trust Company N.A. to comply with the instructions and authorize distribution. If this is a QDRO distribution, I certify the attached court order is a QDRO and the Plan agrees to comply with the terms of the order.

X _____
Authorized Signature of Plan Administrator

Date

NOTICE TO PARTICIPANTS OF DISTRIBUTION ELECTIONS

You are entitled to a distribution under your employer's qualified retirement plan (the "Plan"). Attached to this notice is a *Distribution Election Form* that you must complete in order to authorize a payment of your account balance. This notice explains your election rights under the Plan.

This notice is divided into three sections that are intended to explain your distribution options and tax consequences of the distribution.

Benefit Payment Options – explains the form of distribution that may be paid to you. Please note that your plan may further restrict the form of benefit payment or may offer additional options not listed here. Check your Plan's Summary Plan Description or Plan Document to confirm your permissible payment options. If there are additional options, you should speak with your Plan Administrator.

Special Tax Notice – This is the required Internal Revenue Service notice that reviews the tax consequences of your distribution from the Plan. This explains your option to roll your distribution directly to an IRA or to another retirement plan to avoid the resulting 20% federal income tax withholding. It also contains information on other tax issues.

Notice of Withholding on Distributions – This explains the income tax withholding rules that apply to your distribution.

The tax rules on plan distributions are complex. We urge you to review this notice thoroughly and consult with a knowledgeable tax advisor to determine the best course of action for you. Please contact your employer if you have any questions regarding this notice or the distribution form.

Benefit Payment Options

The Plan may permit you to elect distribution in the following forms or additional forms as described in the Summary Plan Description. Please refer to your Plan's Summary Plan Description or Plan Document to confirm your permissible payment options.

- (a) Direct rollover
- (b) Lump sum payment to you
- (c) Installments over a specific period of time
- (d) Purchase of a nontransferable annuity contract

A lump sum payment means you receive a single payment of the distribution amount. Under an installment distribution, a plan makes periodic payments of your Vested Account Balance over a specified period of time. Many plans allow you to elect to take the installment distributions directly from the trust or to elect to have the Plan buy a nontransferable annuity contract that will provide the installment distributions. If you elect installment payments directly from the Plan, most plans provide that your Vested Account Balance will be subject to gain or loss in the same manner as other plan assets. If the Trustee invests your account in the same manner as other plan assets, because of the investment performance of the plan, the total amount the Trustee ultimately pays you could be more or less than the value of your Vested Account Balance as of the first distribution date or as of the date of the termination of your employment with the employer.

Many plans calculate each annual installment payment by dividing your Vested Account Balance by the remaining installment period. After commencing an installment distribution, many plans also give you the option to accelerate the payment of all or any portion of your unpaid Vested Account Balance at any time. Under a nontransferable annuity contract, a plan will generally 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.

Many plans allow you to elect one form of payment for part of your Vested Account Balance and another form of payment for another part of your Vested Account Balance. For example, you may be permitted to elect direct rollover for part of your Vested Account Balance and a lump sum payment or installments for the other part. Splitting your distribution is restricted.

For many plans, 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 a direct rollover known under the Plan as a "cash-out distribution." A cash-out distribution results in the forfeiture of the non-vested portion of your Account Balance. Your election of a cash-out distribution is consent to this forfeiture. If you return to employment with the Employer before your fifth consecutive break in service, these plans generally provide you a five-year period during which you may repay the entire amount of your cash-out distribution and restore your forfeited non-vested account balance.

Postponement of Distribution – For many plans, you do not have to commence distribution upon termination if your vested account balance is more than \$5,000 unless

you are age 70 ½ or older. (This \$5,000 amount is typically determined not taking into account any rollovers you've made to the plan.) If you do not wish to commence distribution at this time, you must make your election on the Distribution Election Form. To request a distribution at a later date, a new Distribution Election Form must be completed. Under a postponement election, your Vested Account Balances will be subject to adjustment for investment earnings, gains, or losses. Because of the investment performance of the plan, 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.

Special Tax Notice Regarding Plan Payments

This notice explains how you can continue to defer federal income tax on your retirement savings in your plan (the "Plan") and contains important information you will need before you decide how to receive your Plan benefits.

This notice is provided to you by your Plan Administrator because all or part of the payment that you will soon receive from the Plan may be eligible for rollover by you or your Plan Administrator to a traditional IRA or an eligible employer plan. A rollover is a payment by you or the Plan Administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you. Your payment cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account (formerly known as an education IRA). An "eligible employer plan" includes a plan qualified under section 401(a) of the Internal Revenue Code, including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a section 403(a) annuity plan; a section 403(b) tax sheltered annuity; and an eligible section 457(b) plan maintained by a governmental employer (governmental 457 plan).

An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also find out about any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts, you may wish instead to roll your distribution over to a traditional IRA or split your rollover amount between the employer plan in which you will participate and a traditional IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouse's consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this Plan. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

If you have additional questions after reading this notice, you can contact your plan administrator at the address and phone number specified in your Summary Plan Description or you may call M&I Direct at 1-800-858-3829.

SUMMARY

There are two ways you may be able to receive a Plan payment that is eligible for rollover:

- (1) Certain payments can be made directly to a traditional IRA that you establish or to an eligible employer plan that will accept it and hold it for your benefit ("DIRECT ROLLOVER"); or
- (2) The payment can be PAID TO YOU.

If you choose a DIRECT ROLLOVER:

- ◇ Your payment will not be taxed in the current year and no income tax will be withheld.
- ◇ You choose whether your payment will be made directly to your traditional IRA or to an eligible employer plan that accepts your rollover. Your payment cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account because these are not traditional IRAs.
- ◇ The taxable portion of your payment will be taxed later when you take it out of the traditional IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this plan.

If you choose to have a Plan payment that is eligible for rollover PAID TO YOU:

- You will receive only 80% of the taxable amount of the payment, because the Plan Administrator is required to withhold 20% of that amount and send it to the IRS as income tax withholding to be credited against your taxes.

- ◇ The taxable amount of your payment will be taxed in the current year unless you roll it over. Under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe. However, if you receive the payment before age 59 ½, you may have to pay an additional 10% tax.
- ◇ You can roll over all or part of the payment by paying it to your traditional IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.
- ◇ If you want to rollover 100% of the payment to a traditional IRA or an eligible employer plan, you must find other money to replace the 20% of the taxable portion that was withheld. If you roll over only the 80% that you received, you will be taxed on the 20% that was withheld and that is not rolled over.

Your Right to Waive the 30-Day Notice Period.

Generally, neither a direct rollover nor a payment can be made from the plan until at least 30 days after your receipt of this notice. Thus, after receiving this notice, you have at least 30 days to consider whether or not to have your withdrawal directly rolled over. If you do not wish to wait until this 30-day notice period ends before your election is processed, you may waive the notice period by making an affirmative election indicating whether or not you wish to make a direct rollover. Your withdrawal will then be processed in accordance with your election as soon as practical after it is received by the Plan Administrator.

MORE INFORMATION

- I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER
- II. DIRECT ROLLOVER
- III. PAYMENT PAID TO YOU
- IV. SURVIVING SPOUSES, ALTERNATE PAYEE AND OTHER BENEFICIARIES

I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the Plan may be “eligible rollover distributions.” This means that they can be rolled over to a traditional IRA or to an eligible employer plan that accepts rollovers. Payments from a plan cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account. Your Plan administrator should be able to tell you what portion of your payment is an eligible rollover distribution.

After-tax Contributions. If you made after-tax contributions to the Plan, these contributions may be rolled into either a traditional IRA or to certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

- a. Rollover into a Traditional IRA. You can roll over your after-tax contributions to a Traditional IRA either directly or indirectly. Your plan administrator should be able to tell you how much of your payment is the taxable portion and how much is the after-tax portion.

If you roll over after-tax contributions to a traditional IRA, it is your responsibility to keep track of, and report to the Internal Revenue Service on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the traditional IRA to be determined.

Once you roll over your after-tax contributions to a traditional IRA, those amounts CANNOT later be rolled over to an employer plan.

- b. Rollover into an Employer Plan. You can roll over after-tax contributions from an employer plan that is qualified under Code section 401(a) or a section 403(a) annuity plan to another such plan using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You can also roll over after-tax contributions from a section 403(b) tax-sheltered annuity to another section 403(b) tax-sheltered annuity using a direct rollover if the other tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You CANNOT roll over after-tax contributions to a governmental 457 plan. If you want to rollover your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator of this Plan to make a direct rollover on your behalf. Also, you cannot first roll over after-tax contributions to a traditional IRA and then roll over that amount into an employer plan.

The following types of payments cannot be rolled over:

Payments Spread over Long Periods. You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for:

- ◇ your lifetime (or a period measured by your life expectancy), or
- ◇ your lifetime and your beneficiary's lifetime (or a period measured by your joint life expectancies), or
- ◇ a period of 10 years or more.

Required Minimum Payments. Beginning when you reach age 70½ or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a “required minimum payment” that must be paid to you. Special rules apply if you own 5% or more of your employer.

Hardship Distributions. A hardship distribution cannot be rolled over.

ESOP Dividends. Cash dividends paid to you on employer stock held in an employee stock ownership plan cannot be rolled over.

Corrective Distributions. A distribution that is made to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

Loans Treated as Distributions. The amount of a plan loan that becomes a taxable deemed distribution because of a default cannot be rolled over. However, a loan offset amount is eligible for rollover, as discussed in Part III below. Ask the Plan Administrator of this Plan if distribution of your loan qualifies for rollover treatment.

The Plan Administrator of this Plan should be able to tell you if your payment includes amounts which cannot be rolled over.

II. DIRECT ROLLOVER

A DIRECT ROLLOVER is a direct payment of the amount of your Plan benefits to a traditional IRA or another eligible employer plan that will accept it. You can choose a DIRECT ROLLOVER of all or any portion of your payment that is an eligible rollover distribution, as described in Part I above. You are not taxed on any taxable portion of your payment for which you choose a DIRECT ROLLOVER until you later take it out of the traditional IRA or employer plan. In addition, no income tax withholding is required for any taxable portion of your Plan benefits for which you choose a DIRECT ROLLOVER if your distributions for the year are less than \$200.

DIRECT ROLLOVER TO A TRADITIONAL IRA. You can open a traditional IRA to receive the direct rollover. If you choose to have your payment made directly to a traditional IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a direct rollover to a traditional IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish a traditional IRA to receive the payment. However, in choosing a traditional IRA, you may wish to make sure that the traditional IRA you choose will allow you to move all or a part of your payment to another traditional IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on traditional IRAs (including limits on how often you can roll over between IRAs).

DIRECT ROLLOVER TO A PLAN. If you are employed by a new employer that has an eligible employer plan, and you want a direct rollover to that plan, ask the Plan Administrator of that plan whether it will accept your rollover. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a DIRECT ROLLOVER to a traditional IRA. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

DIRECT ROLLOVER OF A SERIES OF PAYMENTS. If you receive a payment that can be rolled over to a traditional IRA or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, your choice to make or not make a DIRECT ROLLOVER for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

CHANGE IN TAX TREATMENT RESULTING FROM A DIRECT ROLLOVER. The tax treatment of any payment from the eligible employer plan or traditional IRA receiving your DIRECT ROLLOVER might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1936, you might be entitled to a ten-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a section 403(b) tax-sheltered annuity, a governmental 457 plan, or a traditional IRA in a DIRECT ROLLOVER, your benefit will no longer be eligible for that special treatment. See the sections below entitled “Additional 10% Tax if You Are under Age 59 ½” and “Special Tax Treatment if You Were Born before January 1, 1936.”

III. PAYMENT PAID TO YOU

If your payment can be rolled over (see Part I above) and the payment is made to you in cash, it is subject to 20% federal income tax withholding on the taxable portion (state tax withholding may also apply). The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a traditional IRA or an eligible employer plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Income Tax Withholding:

Mandatory Withholding. If any portion of your payment can be rolled over under Part I above and you do not elect to make a DIRECT ROLLOVER, the Plan is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal income tax withholding. For example, if you can roll over a taxable payment of \$10,000, only \$8,000 will be paid to you because the Plan must withhold \$2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see “Sixty-Day Rollover Option” below), you must report the full \$10,000 as a taxable payment from the Plan. You must report the \$2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than \$200.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, 10% will be taken out of this portion of your payment for federal income tax withholding. To elect out of withholding, ask the Plan Administrator for the election form and related information.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to a traditional IRA or to an eligible employer plan that accepts rollovers. If you decide to roll over, you must contribute the amount of the payment you received to a traditional IRA or eligible plan within 60 days after you receive the payment. The portion of your payment that is rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

You can roll over up to 100% of your payment that can be rolled over under Part I above, including an amount equal to the 20% of the taxable portion that was withheld. If you choose to rollover 100%, you must find other money within the 60-day period to contribute to the traditional IRA or the eligible employer plan, to replace the 20% that was withheld. On the other hand, if you roll only the 80% of the taxable portion that you received, you will be taxed on the 20% that was withheld.

Example: The portion of your payment that can be rolled over under Part I above is \$10,000, and you choose to have it paid to you. You will receive \$8,000, and \$2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the \$8,000, you may roll over the entire \$10,000 to a traditional IRA or an eligible employer plan. To do this, you roll over the \$8,000 you received from the Plan, and you will have to find \$2,000 from other sources (your savings, a loan, etc.). In this case, the entire \$10,000 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire \$10,000, when you file your income tax return you may get a refund of part or all of the \$2,000 withheld.

If, on the other hand, you roll over only \$8,000, the \$2,000 you did not roll over is taxed in the year it was withheld. When you file your income tax return you may get a refund of part of the \$2,000 withheld. (However, any refund is likely to be larger if you roll over the entire \$10,000.)

Additional 10% Tax if You Are under Age 59½. If you receive a payment before you reach age 59½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) dividends paid with respect to stock by an employee stock ownership plan (ESOP) as described in Code section 404(k), (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order, or (7) payments that do not exceed the amount of your deductible medical expenses. See IRS Form 5329 for more information on the additional 10% tax.

The additional 10% tax will not apply to distributions from a governmental 457 plan, except to the extent the distribution is attributable to an amount you rolled over to that plan (adjusted for investment returns) from another type of eligible employer plan or IRA. Any amount rolled over from a governmental 457 plan to another type of eligible employer plan or to a traditional IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59½, unless one of the exceptions applies.

Special Tax Treatment If You Were Born before January 1, 1936. If you receive a payment from a plan qualified under section 401(a) or a section 403(a) annuity plan that can be rolled over under Part I and you do not roll it over to a traditional IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a “lump sum distribution,” it may be eligible for special tax treatment. (See also “Employer Stock or Securities”, below.) A lump sum distribution is a payment, within one year, of your entire balance under the Plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59½ or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59½ or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is described below.

Ten-Year Averaging. If you receive a lump sum distribution and you were born before January 1, 1936, you can make a one-time election to figure the tax on the payment by using “10 year averaging” (using 1986 tax rates). Ten-year averaging often reduces the tax you owe.

Capital Gain Treatment. If you receive a lump sum distribution and you were born before January 1, 1936 and if you were a participant in the Plan before 1974, you may elect to have the part of your payment that is attributable to your pre-1974 participation in the Plan taxed as long-term capital gain at a rate of 20%.

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into this Plan from a 403(b) tax-sheltered annuity contract or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from the Plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from the Plan. If you roll over your payment to a traditional IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, you will not be able to use special tax treatment for later payments from that IRA, plan, or annuity. Also, if you roll over only a portion of your payment to a traditional IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, this special tax treatment is not available for the rest of the payment. See IRS Form 4972 for additional information on lump sum distributions and how you elect the special tax treatment.

Employer Stock or Securities. There is a special rule for a payment from the Plan that includes employer stock (or other employer securities). To use this special rule, 1) the payment must qualify as a lump sum distribution, as described above, except that you do not need five years of plan participation, or 2) the employer stock included in the payment must be attributable to “after-tax” employee contributions, if any. Under this special rule, you may have the option of not paying tax on the “net unrealized appreciation” of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by the Plan. For example, if employer stock was contributed to your Plan account when the stock was worth \$1,000 but the stock was worth \$1,200 when you received it, you would not have to pay tax on the \$200 increase in value until you later sold the stock.

You may instead elect not to have the special rule apply to the net unrealized appreciation. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock. The stock can be rolled over to a traditional IRA or another eligible employer plan, either in a direct rollover or a rollover that you make yourself. Generally, you will no longer be able to use the special rule for net unrealized appreciation if you roll the stock over to a traditional IRA or another eligible employer plan.

If you receive only employer stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than employer stock, as well as employer stock, in a payment that can be rolled over, the 20% withholding amount will be based on the entire taxable amount paid to you (including the value of the employer stock determined by but excluding the net unrealized appreciation). However, the amount withheld will be limited to the cash or property (excluding employer stock) paid to you.

If you receive employer stock in a payment that qualifies as a lump sum distribution, the special tax treatment for lump sum distributions described above (such as 10-year averaging) also may apply. See IRS Form 4972 for additional information on these rules.

Repayment of Plan Loans. If your employment ends and you have an outstanding loan from your Plan, your employer may reduce (or “offset”) your balance in the Plan by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a traditional IRA within 60 days of the date of the offset. If the

amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the Plan, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan offset. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities). The amount of a defaulted plan loan that is a taxable deemed distribution cannot be rolled over.

IV. SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are "alternate payees." You are an alternate payee if your interest in the Plan results from a "qualified domestic relations order," which is an order issued by a court, usually in connection with a divorce or legal separation.

If you are a surviving spouse or an alternate payee, you may choose to have a payment that can be rolled over, as described in Part I above, paid in a DIRECT ROLLOVER to a traditional IRA or to an eligible employer plan or paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to a traditional IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a beneficiary other than the surviving spouse or an alternate payee, you cannot choose a direct rollover, and you cannot roll over the payment yourself.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, even if you are younger than age 59½.

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Part III above. If you receive a payment because of the employee's death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had 5 years of participation in the Plan.

HOW TO OBTAIN ADDITIONAL INFORMATION

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules described above are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with the Plan Administrator or a professional tax advisor before you take a payment of your benefits from your Plan. Also, you can find more specific information on the tax treatment of payments from qualified employer plans in IRS Publication 575, Pension and Annuity Income, and IRS Publication 590, Individual Retirement Arrangements. These publications are available from your local IRS office, on the IRS's Internet Web Site at www.irs.gov, or by calling 1-800-TAX-FORMS.

Notice of Withholding

The taxable portion of distributions that are eligible to be rolled over are subject to mandatory 20% federal income tax withholding unless rolled over directly to an IRA or a retirement plan. (Please refer to the "Special Tax Notice Regarding Plan Payments" for further information.)

The 20% withholding amount is not in itself an additional tax due on the distribution. It is only a deposit of taxes similar to payroll income tax withholding. The amount withheld may be greater or less than the amount of taxes due as a result of the distribution.

If you do not have enough Federal Income Tax withheld from your distribution, you may be responsible for payment of estimated tax. You may incur penalties under the estimated tax rules if your withholding and estimated tax payments are insufficient.

Any taxable distribution that is ineligible to be directly rolled over is subject to Federal Income Tax withholding unless you elect not to have withholding apply. Withholding will only apply to the taxable portion of your distribution. Thus, for example, there will be no withholding on the return of your own non-deductible (i.e., after-tax) contributions to the plan.

For taxable distributions that are ineligible for direct rollover, you may elect not to have withholding apply by completing Section V of the attached form. If Marshall & Ilsley Trust Company N.A. does not receive your election by the date your distribution is scheduled to begin, Federal Income Tax will be withheld from the taxable portion of your distribution using tables prescribed by the U.S. Treasury Department.

If you elect not to have withholding apply to your distribution payments, or if you do not have enough Federal Income Tax withheld from your distribution, you may be responsible

for payment of estimated tax. You may incur penalties under the estimated tax rules if your withholding and estimated tax payments are insufficient.

For federal income tax purposes, there is a special rule for certain payments from retirement plans that include shares of employer stock (or other employer securities). Under this rule, you have the option of deferring taxation on the "net unrealized appreciation" of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by a plan.

Marshall & Ilsley Trust Company N.A. will automatically apply this rule to any applicable distribution of employer stock, since it lowers an individual's immediate tax liability. However, you may instead elect not to have this special rule apply by providing written notice to Marshall & Ilsley Trust Company N.A. with the attached form. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock certificate.

Taxable distributions you receive may also be subject to State Tax Withholding if you reside in a state that requires withholding on plan distributions. In some circumstances, however, your election not to have federal taxes withheld may also qualify as an election not to withhold for state tax purposes. For details as to which states require withholding, and their election procedures, please see the State Tax Withholding Summary available from your employer.

If you do not make an election by the date your distribution is scheduled to begin, and you reside in a state with mandatory withholding requirements, state tax will be withheld from the taxable portion of your distribution. Tax will be withheld according to rates currently in effect as noted on the summary available from your employer.

If you elect not to have withholding apply to your distribution, or if you do not have enough state tax withheld from your distribution, you may be responsible for payment of estimated taxes. You may incur penalties under the estimated tax rules if your withholding and estimated tax payments are insufficient.

You should consult with your tax advisor and/or applicable state tax authority for rules applying to your distribution.



**Marshall & Ilsley
Trust Company N.A.**