

**RETIREMENT PLAN
(DEFINED BENEFIT)**

INSTRUCTIONS FOR DESIGNATING OR CHANGING BENEFICIARY

These instructions will assist you in properly completing the DESIGNATION OF BENEFICIARY form.

1. To designate one person, insert the name and relationship in the spaces provided. If your beneficiary is not related to or married to you, show relationship as "Friend."
2. If you wish to name your estate, insert "Estate" in the blank space.
3. Show a member of a religious order in this manner:

Mary L. Jones, niece, known in religious life as Sister Mary Agnes.

4. It is inadvisable to name a beneficiary who is a permanent resident of a foreign country. If you name a person who is a permanent resident of a foreign country, you must furnish that person's full address, including country.
5. If you wish to designate a trust, insert the name of the trustee and trust in the blank space using language substantially as follows:

To X Bank as Trustee, or its successor Trustee, of the Bruce E. Roberts Trust dated the 26th day of May, 2000, including any amendments to the Trust.

6. More than one beneficiary -- here are the most common examples:

Three or more beneficiaries	James O. Smith, brother; Peter I. Smith, brother; and Martha N. Smith, sister
Unnamed children	My children living at my death
One contingent beneficiary	Lois P. Smith, wife, if living; otherwise, Herbert I. Smith, son
More than one contingent beneficiary	Lois P. Smith, wife, if living; otherwise, Herbert I. Smith, son; Alice B. Smith, daughter; and Ann Y. Smith, daughter
Unnamed children as contingent beneficiaries	Lois P. Smith, wife, if living; otherwise, my children living at my death

If one of the above examples fits your wishes, insert your designation in the blank space, using the language of the selected example. Contingent beneficiaries only receive benefits if all named primary beneficiaries predecease you. If a primary beneficiary survives you, but dies prior to receiving his or her share of the death benefit, that primary beneficiary's estate will receive the death benefit unless your DESIGNATION OF BENEFICIARY form provides otherwise.

7. If none of the above is suitable, explain in the blank space what is desired, or attach a note.

Note: If you name a trust as a beneficiary, you also must provide additional information to the Plan Administrator. The Plan Administrator will notify you as to what additional information is needed.

Note: Unless you provide otherwise in completing the DESIGNATION OF BENEFICIARY form, all sums payable to more than one beneficiary will be paid equally to all beneficiaries.

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DESIGNATION OF BENEFICIARY

Plan Name: _____

Participant Name: _____

Social Security Number: _____ Marital Status: () Married () Unmarried

Pursuant to the provisions of the Plan permitting the designation of a beneficiary or beneficiaries by a Participant, I hereby designate the following person or persons as primary and secondary beneficiaries of my death benefit under the Plan:

Primary Beneficiary(ies) [include address and relationship]:*

Contingent Beneficiary(ies) [include address and relationship]:*

*Note to Participant:

- 1. Estate planning. You may wish to consult with a professional tax advisor before completing this form.
- 2. Effect of marriage. See below regarding spousal consent requirements if you are married and wish to name someone other than your spouse as your sole primary beneficiary. If you are unmarried at the time of your designation, your beneficiary designation will cease to be effective immediately upon your marriage unless you have designated your spouse as beneficiary.
- 3. Trust beneficiary. If you name a trust as a beneficiary, the trustee also must satisfy additional documentation requirements no later than October 31 of the calendar year following the calendar year of your death. The Plan Administrator will provide you or the trustee with the additional forms you must complete.
- 4. Under age 35. If you are under age 35, then your beneficiary designation becomes invalid in the year in which you turn age 35 and you must complete a new DESIGNATION OF BENEFICIARY form.
- 5. Effect of divorce. A divorce decree or a decree of legal separation automatically revokes a designation of your spouse as a beneficiary, unless a qualified domestic relations order provides otherwise.

I RESERVE THE RIGHT TO REVOKE OR CHANGE ANY BENEFICIARY DESIGNATION. I HEREBY REVOKE ALL PRIOR DESIGNATIONS (IF ANY) OF PRIMARY BENEFICIARIES AND CONTINGENT BENEFICIARIES.

The Plan will pay all sums payable under the Plan by reason of my death to the primary beneficiary, if he or she survives me, and if no primary beneficiary survives me, then to the contingent beneficiary, and if no such designated beneficiary survives me, then the Plan will pay all such amounts in accordance with the Plan terms. I understand that, unless I have provided otherwise above, the Plan will pay all sums payable to more than one beneficiary equally to the living beneficiaries.

Date of this Designation

Signature of Participant

IF YOU ARE MARRIED, SEE THE NEXT PAGE OF THIS FORM FOR APPLICABLE SPOUSAL CONSENT REQUIREMENTS.

Note: Unless your spouse consents (or had consented under a prior designation), to the beneficiary designation or is the sole primary beneficiary, this Designation of Beneficiary is invalid with respect to the portion of the death benefit subject to the Qualified Pre-Retirement Survivor Annuity rules. Accordingly, the Plan will pay the Qualified Pre-Retirement Survivor Annuity to your surviving spouse and then will pay any excess death benefits to your designated beneficiary.

CONSENT OF SPOUSE TO WAIVER OF PRE-RETIREMENT SURVIVOR ANNUITY

I, the undersigned spouse of the Participant named in the foregoing "Designation of Beneficiary," hereby certify I have read and understand the Designation of Beneficiary and the Pre-Retirement Survivor Annuity Explanation. I certify that I have received the PRE-RETIREMENT SURVIVOR ANNUITY EXPLANATION and that I understand my right not to consent to this waiver election, the time period during which my spouse and I may make this waiver election, and the financial effect of the election not to receive benefits in the Pre-Retirement Survivor Annuity form. I also understand that if my spouse predeceases me, I am entitled to benefits under the Plan unless I give my written consent below to have my portion of the death benefits paid to another beneficiary. Being fully satisfied with the provisions of the Designation of Beneficiary, I hereby consent to and accept the Designation of Beneficiary and waive my right to the Qualified Pre-Retirement Survivor Annuity, without regard to whether I survive or predecease my spouse. I understand that my consent is irrevocable unless my spouse changes the Designation of Beneficiary. I understand that if my spouse changes the Designation of Beneficiary to someone other than me (the spouse) as the sole primary beneficiary (Spouse must choose one of (a) or (b) below):

- (a) [] Additional consent required. I must execute and file with the Plan Administrator a similar consent to any new Designation of Beneficiary or the Participant's new Designation of Beneficiary will be ineffective and I will be the sole primary beneficiary.
(b) [] No additional consent required. I waive my right to withhold my consent to any and all future changes my spouse makes to the Designation of Beneficiary. I understand that I have the right to limit my consent to the naming of the specific beneficiary in this Designation of Beneficiary by choosing (a) above.

EXECUTED this _____ day of _____, 20 _____ .

Print Name of Spouse _____

Signature of Participant's Spouse _____

Witness by Plan Representative.

Signature of spouse witnessed this _____ day of _____, 20 _____ .

Plan Representative _____

OR

Witness by Notary.

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned, a Notary Public, personally appeared _____ who executed the above spouse's consent as a free and voluntary act.

IN WITNESS WHEREOF, I have signed my name and affixed my official notarial seal this _____ day of _____, 20_____.

(SEAL)

Notary Public _____

My Commission expires: _____

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PRE-RETIREMENT SURVIVOR ANNUITY EXPLANATION

Plan: _____

Participant: _____

Automatic Spousal Death Benefit. This form explains the Pre-Retirement Survivor Annuity benefit under the Plan. The Pre-Retirement Survivor Annuity provides a minimum benefit for your surviving spouse if you die prior to commencing distributions from the Plan. The Pre-Retirement Survivor Annuity will not affect the total death benefit the Plan will pay your spouse if your spouse is the sole primary beneficiary. You need to read the balance of this explanation only if you have designated, or wish to designate, someone other than your spouse to receive the Automatic Spousal Death Benefit under the Plan.

Pre-Retirement Survivor Annuity. The Plan requires the payment of a Pre-Retirement Survivor Annuity to your spouse if your death occurs prior to commencement of benefits under the Plan, your spouse survives you, and you and your spouse are married on the date of your death. If the Plan commences benefit payments to you prior to your death, then the method of distribution in effect on the date of your death will dictate the manner in which the Plan will distribute your remaining death benefit, if any, and the benefit described in this explanation would not apply to the payment of your remaining death benefit (if any).

Under the Pre-Retirement Survivor Annuity, your spouse will receive a lifetime level monthly payment. The amount of the level monthly payments made under the Pre-Retirement Survivor Annuity will depend on your Accrued Benefit at the time of your death and your spouse's age at the time the Pre-Retirement Survivor Annuity commences. If your death occurs after the earliest retirement age under the Plan, the Plan Administrator will calculate the Pre-Retirement Survivor Annuity as if you have commenced receiving the qualified joint and survivor annuity described in the Plan the day before your death. If your death occurs before the earliest retirement age under the Plan, the Plan Administrator will calculate your Pre-Retirement Survivor Annuity as if you separated on the date of your death (or, if earlier, the date you actually terminated employment), commenced receiving benefits in the form of a qualified joint and survivor annuity at the earliest retirement age under the Plan and died the day after attaining the earliest retirement age under the Plan. The earliest retirement age under the Plan is the earliest date the Plan permits you to elect to receive retirement benefits.

Example. Pat dies after attaining the earliest retirement age under the Plan. If Pat had commenced receiving a qualified joint and 50% survivor annuity under the Plan the day before his or her death, the monthly payment would have been \$400, with a \$200 monthly payment continuing after Pat's death to P's surviving spouse. The Pre-Retirement Survivor Annuity for Pat's spouse is a \$200 monthly benefit commencing at Pat's death for his or her spouse's remaining life.

Time of Payment. Regardless of the above, if the present value of the death benefit does not exceed \$5,000, then the Plan only permits a lump-sum distribution or a direct rollover to an IRA or another plan. The Trustee will make this distribution within a reasonable period of time after your death.

If the present value of your death benefit exceeds \$5,000, then your surviving spouse may elect to have the Trustee commence payment of the death benefit within a reasonable period of time after your death. The Trustee will adjust the monthly payment of the death benefit to reflect the difference in age of your surviving spouse between the actual payment commencement date and the theoretical commencement date the Plan uses to calculate the value of the death benefit. The theoretical commencement date is the later of the day after your earliest retirement age under the Plan or the date of your death. This adjustment is an actuarial equivalent adjustment. As part of the election to commence distribution, your surviving spouse will have the right to elect payment in a different form. If your surviving spouse fails to make an election, the Trustee will commence the death benefit on the first Plan distribution date following the latest of your date of death, the date the Plan is notified of your death, the date you would have attained Normal Retirement Age under the Plan or the date you would have attained age 62.

Waiver Election. The Plan requires payment of the Pre-Retirement Survivor Annuity portion of the death benefit unless you have a valid waiver election in effect on the date of your death. To have a valid waiver you must complete the DESIGNATION OF BENEFICIARY form enclosed with this explanation. Please note, your spouse must consent to the waiver by signing the waiver form. A notary public or a Plan representative must witness your spouse's signature. Your waiver election is not valid unless your spouse, during the election period, also consents in writing to your beneficiary designation or to any change in your beneficiary designation, unless your spouse is the sole primary beneficiary. A notary public or Plan representative also must witness your spouse's consent to the beneficiary designation. Your waiver election is not valid unless you and your spouse make the election within the election period. The election period begins on the first day of the Plan Year immediately preceding your 35th birthday or, if later, the date you receive this notice. The election period ends on the date of your death. If you wish, you may waive the Pre-Retirement Survivor Annuity prior to the beginning of the election period, but not prior to the first day of the Plan Year immediately preceding your 32nd birthday or, if later, the date you receive this notice. However, a waiver made prior to the beginning of the election period becomes null and void as of the first day of the election period and you would have to complete another waiver form with your spouse's consent. If you terminate service with the Employer prior to the beginning of the election period, you may waive the Pre-Retirement Survivor Annuity at any time after your termination of service. However, if you waive the Pre-Retirement Survivor Annuity prior to attaining age 35 and you return to employment, you will need to make another waiver with respect to any benefits you accrue after your return. Within the election period, as often as you wish, you may revoke a waiver election, or make a new waiver election following a revocation. You may

revoke a waiver election without your spouse's consent, but your spouse would have to consent to a new waiver. A waiver election is valid only for the spouse consenting to the waiver. Therefore, you should inform the Plan Administrator of any change in your marital status.

Optional forms of payment. If you were not married or, if you were married but did not elect a specific form of payment of the death benefit while you were living, then your beneficiary may elect to have the death benefit paid in one of the following methods:

- a single lump-sum payment in cash or in property

Regardless of the above, if the value of the death benefit does not exceed \$5,000, then the Plan only permits a lump-sum distribution or a direct rollover.

Financial Effect of your Election. Under a Pre-Retirement Survivor Annuity, your surviving spouse will receive lifetime income. The Pre-Retirement Survivor Annuity will not pay any benefits to any other beneficiary after your spouse's death. The actual value of payments made under a Pre-Retirement Survivor Annuity will depend upon your surviving spouse's actual longevity. If benefits are paid as a Pre-Retirement Survivor Annuity and your surviving spouse lives longer than his or her life expectancy as of today, then the total payments made to your surviving spouse will be greater than expected. If your surviving spouse were to die sooner than his or her life expectancy, then the actual payments will be less than expected. Note that any election to have a Pre-Retirement Survivor Annuity (or any other optional form of payment) payable upon your death does not have a financial affect upon your Normal Retirement Benefit under the Plan.

Procedure. If you and your spouse wish to have the Pre-Retirement Survivor Annuity apply, you do not need to make any election. If you and your spouse do **not** wish to have the Pre-Retirement Survivor Annuity apply, your spouse must execute the Section of the enclosed DESIGNATION OF BENEFICIARY form that is called SPOUSE'S CONSENT TO WAIVER OF PRE-RETIREMENT SURVIVOR ANNUITY. You do not need to elect an alternative form of payment at this time. If desired, you and your spouse can waive the right to the Pre-Retirement Survivor Annuity and then upon your death, your spouse or beneficiary can elect an alternative form of payment.

If you have questions regarding the information provided in this explanation, or you wish further information, please contact the Plan Administrator.