



Prudential Financial

Report of Termination/Request for Disbursement

Instructions

Please print using blue or black ink. This request **must be authorized by your employer**. Please forward this to your benefits/human resources office to complete the 'Your Plan Authorization' section. This request cannot be processed without an authorized signature from your benefits/human resources office on file. Do not fax or mail Prudential until the 'Your Plan Authorization' section on this form is reviewed by your Plan Administrator.

Attention: Benefits/Human Resources Office - Please send completed form to our address or fax it to 1-570-340-4321

About You

Plan number _____ Sub plan number (if applicable) _____

Social Security number _____ Daytime telephone number _____
area code

First name _____ MI _____ Last name _____

Address _____

City _____ State _____ ZIP code _____

Date of birth _____ Sex _____ Original date employed _____
month day year M F month day year

Have you reached age 59 ½? Yes No

Are you still employed by the employer sponsoring the plan? Yes No

Marital status: Married - **spousal signature required*** Not married

Questions?
Call 1-877-778-2100
for assistance.

Options

(15)
(73)

- To leave the total account balance within my employer's plan until no later than the Minimum Required Distribution date. *(This option only applies if you are no longer employed by the employer sponsoring the plan.)*
- Total Direct Rollover Partial Direct Rollover (if allowed) \$ _____, _____, _____. Percentage of **after-tax** contributions (if any) to be rolled _____%
(If no percentage is indicated, after-tax contributions will be included in the direct rollover. It is your responsibility to confirm that the receiving plan accepts rollovers, including after-tax, if applicable.)

Choose only one if you selected a Rollover:

1. Rollover to an IRA with Prudential Investment Management Services, LLC (PIMS)
The check will be mailed to: PO Box 150476, Hartford, CT 06115-0476
2. Rollover to an IRA with Prudential Bank & Trust, FSB
The check will be mailed to: PO Box 150476, Hartford, CT 06115-0476
3. Direct Rollover to the following institution or IRA of my choice _____
Address of institution: _____
Account number _____

(20)

- Partial Single Sum-To receive \$ _____, _____, _____. of my account in a check made payable to me. *Depending on the terms of your plan, the funds will either be prorated across all available contribution types and investments or taken in a specific sequence.* If you select this option and no amount is specified here or if you would like to choose the contribution type for your disbursement, you must check the appropriate box(es) below:
 1. Amount indicated or maximum amount of my **After-Tax** (if available) account(s). (In general, the Tax Reform Act of 1986 mandates that certain disbursements of *after-tax* contributions must include some return of interest, which will be subject to tax.)
 2. Amount indicated or maximum amount of my *before-tax* Rollover (if available) account.

(20)

- Total Single Sum-To receive my total vested account balance in a check made payable to me. You have the option to purchase an annuity. You can obtain an annuity quote and request a form by calling (800)-249-2430.

To request distributions in installment payments, a Request for Systematic Disbursement form should be completed in place of this form. You can request the form by calling our toll-free number.

Express Mail
check box if
applicable!

Send my disbursement check by express mail and deduct \$40.50 from my account prior to the disbursement.
Please Note: Express mail is not available for annuities or systematic disbursements or delivery to post office boxes.

**Election For
Withholding
of State
Income Taxes**
For Single Sum
Payments

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), 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 a distribution.

My resident state is North Carolina (NC), AR or KS and I do not want state income tax withholding deducted from my distribution. (An election out of North Carolina (NC), AR or KS state tax is not allowed for eligible rollover distributions.)

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.

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, NJ, NM, NY, OH, PA, RI, SC, UT, WI, WV 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.

Important information and signatures required on the following page

***For Married Participants**

Spousal Waiver

(We are unable to accept a fax copy notarized with a Raised Seal)

I am the participant's spouse. I understand that I am entitled to a spousal death benefit under the Plan based on the participant's account balance at the time of his or her death. I understand that if this spousal benefit is in the form of a "qualified joint and survivor annuity" or QJSA, an explanation of the QJSA and other payment options was provided to the participant. I realize that the participant cannot waive this spousal benefit and obtain a distribution in the form requested by the participant or obtain a loan unless I consent. I acknowledge that the transaction requested by the participant may reduce or eliminate any benefit otherwise payable to me. I have reviewed the paperwork associated with the participant's request and confirm that it identifies the payment option requested by the participant and any non-spouse beneficiary. I voluntarily consent to the participant's waiver or loan request and acknowledge that this will authorize the request.

X _____ Date _____

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 _____ (Seal/Stamp)

My notary commission expires _____ with the state of _____

X _____
Signature of notary

OR

X _____ Date _____
Signature of authorized plan representative

Your Authorization

I understand that Prudential will rely on the information I have provided in processing my request. I further understand that I am responsible for its accuracy in the event any dispute arises with respect to the transaction. I acknowledge that I have read the attached **Special Tax Notice Regarding Plan Payments**. I understand the tax implications regarding this disbursement, including that if I am entitled to an eligible rollover distribution, I have the right to consider whether or not to elect a direct rollover for at least 30 days after this special tax notice is provided. The taxable portion of any distribution that is eligible for "rollover" is subject to a *mandatory 20% federal income tax withholding*, unless that amount is directly rolled to an Individual Retirement Account (IRA) or to another plan in which I am a participant.

X _____ Date _____
Participant's signature

Your Plan Authorization

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

If termination information has previously been submitted to Prudential, this section does not need to be completed.

Vesting Percentage: _____ % (if applicable)

Date of Termination: _____ (if applicable)
month day year

X _____ Date _____
Authorized plan representative's signature

Print name and title

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

Print name and title

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 can 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.

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. 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 what portion of the 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 IRS on the applicable forms, the amount of these after-tax contributions so that 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 using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee 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 annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. If you want to roll over your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions rolled over to a traditional IRA 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 them 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 70 1/2 or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a "required minimum distribution" that must be paid to you. Special rules apply if you own more than 5% 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 can be rolled over. 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 an eligible employer plan that will accept it. You can choose a DIRECT ROLLOVER to a traditional IRA or eligible 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 until 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 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 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, 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).

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 if 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 an eligible employer plan that 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 a 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, 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.

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 will be the same as the tax treatment of the payment 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 ten-year averaging or capital gain treatment. 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 not receive special treatment. See the sections below entitled "Additional 10% Tax if You Are Under Age 59 1/2" 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 does not apply). If you do not roll it over, special tax rules 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 portion of your payment for federal income tax. 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 is required to withhold 20% of the 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 payment is 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 can elect to have withholding apply to that portion. If you do nothing, an amount 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 more 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 employer 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 roll over 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 over only the 80% of the taxable portion that you received, you will be taxed on the 20% that was withheld.

Example: The taxable 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 59 1/2. If you receive a payment before you reach age 59 1/2 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 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 59 1/2, 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 59 1/2 or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59 1/2 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 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, a governmental 457 plan, or from a traditional IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from this 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 an employee. 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 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 a 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 59 1/2.

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.

Important Notice To Participants

Prudential Retirement would like to take this opportunity to advise you of General Consent, Qualified Pre-Retirement Survivor Annuity (QPSA) and Qualified Joint and Survivor Annuity (QJSA) rules.

General Consent Rules

Generally, you must consent to distributions from your Plan unless the Plan permits involuntary distributions when your account balance is less than \$5,000. General information on optional forms of benefit under your Plan is available on this statement or by calling the account information number on this statement. If your Plan does not allow for annuities, the information on QJSA and QPSA does not apply to you.

QPSA Rules

Explanation of QPSA for married participants: In the case of your death before retirement, the Plan will use no less than 50% of your vested account balance to purchase a qualified pre-retirement survivor annuity (QPSA) from an insurance company for your spouse. If you desire a different form of payment or wish to designate a beneficiary other than your spouse, you must file a waiver of the QPSA with the Plan Administrator during the election period. This waiver must be approved by your spouse in writing and be witnessed by a Notary Public or by an authorized Plan representative. Please contact the Plan Administrator concerning the available alternative forms of payment.

Election period. The election period begins on the first day of the Plan Year during which you attain age 35, and ends on the earlier of your death or the date on which your account balance commences to be paid under the Plan. Your Plan may provide that an election is permitted prior to age 35; however, if this is the case any such election must be reaffirmed with appropriate spousal consent during the Plan Year in which you attain age 35. You may, at any time during the election period, revoke a previous election or make a new election. If you make a new election, your spouse must consent to it as provided above.

QJSA Rules

If QJSA is the primary form of benefit under your Plan, at retirement you should read the information on this statement or call the account information number on this statement to obtain general information on QJSA and other optional forms of benefit available to you. You may elect a benefit other than QJSA if spousal consent requirements are satisfied.

Explanation of Qualified Joint & Survivor Annuity

How will my benefits be paid to me when I retire? They will be paid in the form of a Qualified Joint and Survivor Annuity (QJSA). If you are married at the time of your retirement, you will receive an annuity for your lifetime. After your death, your surviving spouse will receive an annuity for his or her lifetime in the amount of at least 50% of the annuity payments you received during your lifetime. You may be allowed to elect higher amounts for your surviving spouse, such as 75% or up to 100% of your monthly benefit. If you are unmarried at the time of your retirement, you will receive an annuity for your lifetime.

May I select a different form of benefit payment than the QJSA? Yes, provided you request a different form of benefit payment in a manner specified for your Plan. If you are married, and you complete and return the Qualified Joint and Survivor Annuity Waiver Form or

Spousal Waiver Form with your spouse's written consent (if applicable) within the 90-day period prior to the date benefit payments will begin.

What are the optional forms of benefit payment under the Plan? If you are married at the time of your retirement, the QJSA provides for annuity payments for your lifetime and after your death, for the lifetime of your spouse, in the amount of 50% of the payment amount you received during your lifetime. You can choose a form of benefit payment other than the QJSA provided it is available under the Plan and you obtain your spouse's written consent (if applicable). Please refer to your Plan's Summary Plan Description or to the Plan document for the available options under your Plan, or call the account information number on this statement.

May I select a different beneficiary?

Yes, provided you request, complete and return a Qualified Joint and Survivor Annuity Waiver Form or Spousal Waiver Form with your spouse's written consent (if applicable) within the 90-day period prior to the date benefit payments will begin.

If I select a benefit payment option other than the QJSA or choose a different beneficiary, may I change the form of benefit payment or beneficiary again?

Yes. You can cancel any prior change and restore the QJSA at any time during the period prior to the date your benefit payments will begin. Additionally, you can select another form of benefit payment or choose yet another beneficiary if you: (i) make the change before your benefit payments will begin; or (ii) obtain your spouse's consent (if applicable) unless, at the time of your initial change in form of benefit payment or beneficiary, your spouse, if permitted by Plan, gave general consent permitting you to make later changes to the form of benefit payment or beneficiary without having to obtain further consent.

What happens if I want to take a loan from the Plan?

Because your benefit must be paid in the form of a QJSA, if you take a loan from the Plan it will also be subject to QJSA. This means that if you select a single sum loan payment, and you are married, you must complete and return the Spousal Waiver Form with your spouse's written consent (if applicable). The rules that apply when the benefit is payable when you retire will also apply when the benefit is payable as a loan.

What happens if my benefit exceeds \$5,000 on the date my benefit becomes payable (or at the time of any prior payment)?

If your benefit exceeds \$5,000 (\$3,500 for plans not adopting increase allowed in 1996 or exceeded \$3,500 at any time of any prior payment), it cannot be paid to you until you reach normal retirement age under the Plan, or, if later, age 62, unless you consent in writing. Otherwise, consistent with the law and your plan document, your benefit may be paid to you immediately regardless of any election you may have made to receive it later or in a different form.

How much time do I have to select either a different form of benefit payment option other than the QJSA, or, if permitted by the Plan, to elect to have my benefit paid to me before the later of normal retirement age or age 62?

You have at least 30 days after receiving this QJSA Explanation to make your decision.

Do I have to wait 30 days to select a different form of benefit payment other than QJSA, or, if permitted by the Plan, to elect to have my benefit paid to me before the later of normal retirement age or age 62?

No. You may request a disbursement prior to the expiration of the 30-day period. However, payment of your benefit cannot begin until at least the 8th day after you receive the QJSA Explanation. You can

cancel your distribution election at any time within 30 days of receipt of the QJSA Explanation. If you cancel your election, Prudential will return the annuity purchase price to your Plan.

What happens to my spouse's QJSA benefit if he or she consents to my selection of a different form of benefit payment option than QJSA or if I select a different beneficiary?

If your spouse consents to your selection of a different form of benefit payment, to the extent your spouse is still your beneficiary, he or she will receive a benefit based on the alternative form of benefit payment you choose. For instance, if you elect a simple life annuity or lump sum payment of your full account balance, your spouse will receive no further payment from the Plan.

If you select a different beneficiary, your spouse will receive no benefit under the Plan.

May I receive additional information regarding the QJSA or the specific benefit payable to me or my spouse?

Yes. You can request additional information such as other optional forms of distribution that may be available under your Plan by reading the information on this statement or calling the account information number on this statement.

Qualified Joint and Survivor Annuity (QJSA) and Optional Forms of Benefit

The following is a list of common optional forms of benefit and the relative financial effect of electing each as compared to the QJSA. The basic meaning of some of the terms used to describe the options is as follows:

"Life Annuity" or "Life" is an annuity payable for the participant's lifetime.

"% Joint and Survivor" is an annuity payable for the participant's lifetime plus X% of the participant's benefit paid to a beneficiary for the beneficiary's lifetime.

"X year Certain" is an annuity payable for the lifetime or lifetimes mentioned, but with the assurance that payments will be made to either the participant or a beneficiary for X number of years even if the person receiving the annuity dies prematurely.

"Installment Refund" is an immediate annuity in which monthly payments will continue to a beneficiary in the event the annuitant dies before Prudential has made total monthly payments at least equal to the maximum death benefit amount. Upon the death of an annuitant, the difference between the maximum death benefit amount and the total of monthly payments made previously will be paid to the beneficiary in monthly installments in the same amount that was being paid to the annuitant before the annuitant's death, except that the last payment to the beneficiary will be a lesser amount.

The estimates provided are based on a benefit with a present value of \$10,000 using an interest rate of 4.85% for annuities with a life contingency. A change in the interest rate will cause a change in the amount of the monthly benefit under certain circumstances. The interest rate and other contract assumptions in effect when you purchase the annuity will determine the amount of monthly benefit. Both the participant and spouse are assumed to be age 65 for this example, and the amount of monthly annuity under the QJSA is \$55.19 for the participant and \$27.60 for the spouse.

You may also write to Prudential at:

Prudential Retirement, 30 Scranton Office Park, Scranton, PA 18507-1789. (If your request is made in writing, you will receive additional QJSA information within 30 days from the date of your request.)

Optional Forms of Benefit Approximate Change in Amount of Monthly Benefit

Lump Sum	*	
Life Annuity		9% increase
Life and 5 Year Certain Annuity		8% increase
Life and 10 Year Certain Annuity		5% increase
Life and 15 Year Certain Annuity		0.2% decrease
Life and 20 Year Certain Annuity		6% decrease
5 Year Certain Annuity		189% increase
10 Year Certain Annuity		61% increase
15 Year Certain Annuity		21% increase
20 Year Certain Annuity		4% decrease
100% Joint & Survivor Annuity		8% decrease
100% Joint & Survivor Annuity with 5 Years Certain		8% decrease
100% Joint & Survivor Annuity with 10 Years Certain		8% decrease
100% Joint & Survivor Annuity with 15 Years Certain		9% decrease
100% Joint & Survivor Annuity with 20 Years Certain		11% decrease
50% Joint & Survivor Annuity with 5 Years Certain		0.5% decrease
50% Joint & Survivor Annuity with 10 Years Certain		2% decrease
50% Joint & Survivor Annuity with 15 Years Certain		5% decrease
50% Joint & Survivor Annuity with 20 Years Certain		8% decrease
Installment Refund		0.1% increase

- The lump sum option would provide a single payment of \$10,000 with no further monthly benefit.

12/2004

You may also write to Prudential at:

Prudential Retirement, 30 Scranton Office Park, Scranton, PA 18507-1786. (If your request is made in writing, you will receive additional QJSA information within 30 days from the date of your request.)

Applies to Sections 401 and 403 Only

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Retain For Your Records

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

This notice is provided to you by Prudential Financial, Inc., on behalf of the plan administrator of the Plan or as payor of a §403(b) annuity, (your "Plan Administrator") because all or part of the payments that you may receive from the Plan, following your request or in connection with the involuntary distribution of a small account balance, 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 the Plan Administrator.

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 Internal Revenue Service (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 1/2, 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 roll over 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 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 PAYEES, AND OTHER BENEFICIARIES