



Distribution/Direct Rollover Request 401(k) Plan

Refer to the Participant Distribution Guide while completing this form. Use blue or black ink only. All pages must be returned excluding the Participant Distribution Guide and the 402(f) Notice of Special Tax Rules on Distributions.

State of Tennessee 401(k) Plan

98986-02

Participant Information

Last Name		First Name	MI	Social Security Number	
Address - Number & Street				Account Extension (if applicable)	
City		State	Zip Code	E-Mail Address (optional)	
()	()				
Home Phone		Work Phone			
Please Select One:				Mo	Day
<input type="checkbox"/> U.S. Citizen <input type="checkbox"/> U.S. Resident Alien					Year
<input type="checkbox"/> Other: _____				Date of Birth	
Country of Residence: _____				(Required)	

Beneficiary Account - If you acquired this account due to the death of the participant, please complete a Death Benefit Claim Request form.

Distribution Reason

- ☐ Severance of Employment - Date: _____ ☐ Retirement - Date: _____ ☐ Disability - Date: _____
☐ Age 59 1/2 ☐ Purchase of Service Credit (TCRS) ☐ Minimum Distribution (Age 70 1/2)

Distribution Method - Required Effective Date: _____

- ☐ **Full Distribution/Purchase of Service Credit/Rollover** (Both Non-Roth and Roth money sources will be distributed, if applicable.)
☐ **Partial Distribution/Purchase of Service Credit/Rollover**
Amount Non-Roth \$ _____ ☐ Net Amount 1st Contribution Source: _____
Amount Non-Roth \$ _____ ☐ Net Amount 2nd Contribution Source: _____
Amount Roth \$ _____ ☐ Net Amount Contribution Source - Roth Deferral
Amount Roth \$ _____ ☐ Net Amount Contribution Source - Roth Rollover
☐ **Periodic Payment** - Also complete Periodic Payment Options below.

Payment Options

- ☐ **Payment to Self**
☐ **Combination - Partial Distribution to Me and Partial Purchase of Service Credit or Rollover**
☐ Payment to Self Non-Roth \$ _____ Roth \$ _____ ☐ Net Amount
☐ Purchase of Service Credit Non-Roth \$ _____ Roth \$ _____ (Also complete Purchase of Service Credit information below)
☐ Direct Rollover Non-Roth \$ _____ Roth \$ _____ (Also complete Direct Rollover information below)

- ☐ **Periodic Payment Options** ☐ Non-Roth ☐ Roth

☐ Check this box if you are making a change to an existing payment.

If neither or both Non-Roth and Roth money sources are selected above, we will debit the Non-Roth money source first, unless you check the box below.

☐ Deplete Roth funds first.

If at any time a money source and/or investment option has been depleted, we will automatically prorate across all money sources and/or investment options.

Payment Start Date: _____ Frequency: ☐ Monthly ☐ Quarterly ☐ Semi-Annually ☐ Annually

☐ Payment of an Amount Certain \$ _____ (Gross Amount Only)

☐ Payment for a Period Certain (Years) _____



Last Name

First Name

MI

Social Security Number

☐ **Annuity Purchase With Another Provider** - Name of Provider _____

☐ Non-Roth ☐ Roth

☐ **Purchase of Service Credit (TCRS)** - Attach acceptance letter and complete Company Information section

☐ **Direct Rollover** - Complete Company Information section

Non-Roth

☐ Direct Rollover to an Eligible Plan: ☐ Governmental 457(b) ☐ 401(a)/401(k) ☐ 403(b)

☐ Direct Rollover to a Traditional IRA

☐ Direct Rollover to a Roth IRA - Subject to ordinary income taxes

Any after-tax contributions will be included in the rollover, unless otherwise specified.

☐ No, please send my after-tax contributions directly to me.

Roth

☐ Direct Rollover to an Eligible Plan that has a designated Roth account: ☐ 401(k) ☐ 403(b)

☐ Direct Rollover to Roth IRA

Your full Roth account will be rolled over unless you elect to distribute your Roth contributions to self by checking below.

☐ Pay my Roth contribution directly to me

If you are requesting a full withdrawal as a direct rollover and you have not yet met your required minimum distribution for the year and you are over age 70 1/2 by the end of the year and are no longer working for the employer sponsoring this Plan, provide the amount of your required minimum distribution below. Note: The required minimum distribution cannot be rolled over. If you have not yet satisfied your required minimum distribution for the year, your required amount must be distributed prior to processing a rollover.

Required minimum distribution amount \$ _____

Do you wish to have 10% federal income tax withheld from your required minimum distribution? ☐ Yes ☐ No

Additional amounts may be withheld at your request \$ _____

Company Information

Non-Roth

Company or Trustee's Name (to whom the check should be made payable)

Account Number

Mailing Address

()

City/State/Zip Code

Phone Number

Roth

Company or Trustee's Name

Account Number

Mailing Address

()

City/State/Zip Code

Phone Number

Last Name

First Name

MI

Social Security Number

Distribution Delivery

- ☐ **Check** ☐ Alternate Mailing Address - _____
- ☐ **Express Delivery** - \$25.00 non-refundable charge per check - If both **Non-Roth** and **Roth** money sources are allowed by your plan and distributed, \$25.00 will be deducted from each check, totaling \$50.00. Not available for periodic payments. Express delivery available Monday through Friday only. Not available to P.O. boxes.
- ☐ **ACH** - Available on periodic payments at no charge. Available on one-time full/partial distribution payment to self for a \$15.00 non-refundable charge. ACH credit can only be made into a United States financial institution. If both **Non-Roth** and **Roth** money sources are allowed by your plan and distributed, \$15.00 will be deducted from the **Non-Roth** and **Roth** money sources, totaling \$30.00.
- ☐ Checking Account - must attach preprinted voided check
- ☐ Savings Account - must attach a letter on financial institution letterhead signed by a representative of the financial institution that includes your name, savings account number and ABA routing number

Financial Institution Name

Account Number

ABA Routing Number

Financial Institution Mailing Address

City

State/Zip Code

Federal and State Income Tax Withholding - Applies to all applicable money sources**Federal Income Tax**

Direct Payment to You - A 20% mandatory federal income tax withholding will apply to all individual taxable distributions, except for minimum distributions.

Additional amounts may be withheld at your request: \$ _____

For minimum distributions, a 10% income tax withholding will be applied to the portion of your distribution that is required this year unless you check this box.

- ☐ I do not want taxes withheld on my minimum required distribution (age 70 1/2).

Periodic Payment - Twenty percent (20%) mandatory federal income tax withholding will apply to all amount certain or period certain periodic payments scheduled to continue for less than 10 years.

Direct Rollover/Transfer - No federal income tax will be withheld for direct rollovers/transfers.

State Income Tax - If you live in a state that mandates state income tax withholding, it will be withheld regardless of any selection below.

- ☐ Check here if you live in a state that does not mandate state income tax withholding and would like state income tax withheld.
- ☐ Check here if you do not want state income tax withheld (only available to the residents of the states that allow to elect out of withholding).

If you would like **additional** state income tax withheld, indicate amount \$ _____ or _____ % of the distribution amount.

Note: Tennessee does not currently have a state income tax, so no state tax will be withheld if you live in Tennessee.

Last Name

First Name

MI

Social Security Number

Outstanding Loan Payoff

- ☐ Attached is a payment to pay off my loan. Consider submitting payment by certified check or bank money order. For a payoff amount, please call KeyTalk® at 1-800-922-7772. Make payment payable to ORCHARD TRUST COMPANY, LLC.

If you are attaching a loan payoff check, please mail your loan payoff and this distribution form to the following address once you have obtained all required signatures:

ORCHARD TRUST COMPANY, LLC
Dept 0877
Denver, CO 80256-0877

Express delivery mail address - request a.m. delivery:

US Bank
10035 East 40th Avenue
Dept #0877
Denver, CO 80238

- ☐ Treat my outstanding loan (principal and interest) as a taxable distribution at this time based on the distribution reason.
- ☐ For partial withdrawals only: Leave my loan active and my employer will continue to make payroll deductions. (Not available for severance of employment.)

In the event this section is not completed, we will automatically offset your loan and treat it as a taxable distribution for the current Plan year.

Your Consent and Signature and Date

Any person who knowingly presents a false or fraudulent claim is subject to criminal and civil penalties.

My signature acknowledges that I have received, read, understand and agree to all pages of the Distribution/Direct Rollover Request form for 401(k) Plans, the Participant Distribution Guide and the 402(f) Notice of Special Tax Rules on Distributions, and affirms that all information I have provided is true and correct. I understand that any election on this Distribution Form is effective for 180 days. I understand that funds may impose redemption fees on certain transfers, redemptions or exchanges if assets are held less than the period stated in the fund's prospectus or other disclosure documents. I will refer to the fund's prospectus and/or disclosure documents for more information. I understand that it is entirely my responsibility to ensure that this election conforms with all applicable provisions of the Internal Revenue Code (the "Code") and that the Plan into which I am rolling money over will accept the dollars, if applicable. I understand that I am liable for any income tax and/or penalties assessed by the IRS for any election I have chosen. I understand that once my payment has been processed, it cannot be changed. In the event that any section of this form is incomplete or inaccurate, Service Provider may not process the transaction requested on this form and may require that I complete a new form or provide additional or proper information before the transaction can be processed.

Participant Signature

Date (Required)

This form is required to be notarized or it will be returned to you.

Statement of Notary

SEAL

State of _____)

The above election was subscribed to before
me by _____

) ss.

on this _____ day of _____, year _____ who affirmed that

County of _____)

such election represents his/her free and voluntary act.

Notary Public _____ My commission expires _____

Participant forward to:
Great-West Retirement Services®
545 Mainstream Drive, Suite 407
Nashville, TN 37228
Phone #: 1-800-922-7772
Web site: www.tn.gov/treasury/dc

_____	_____	_____	_____
Last Name	First Name	MI	Social Security Number

Authorized Signature(s)

I hereby authorize the distribution described in this form. I certify that this request is in compliance with applicable Plan provisions and federal law and that the participant has received from me any notices required by law.

_____	_____
Great-West Retirement Services®	Date
Representative Signature	

Great-West Retirement Services® refers to products and services provided by Great-West Life & Annuity Insurance Company, FASCore, LLC (FASCore Administrators, LLC in California), First Great-West Life & Annuity Insurance Company, White Plains, New York, and their subsidiaries and affiliates. Great-West Life & Annuity Insurance Company is not licensed to conduct business in New York. Insurance products and related services are sold in New York by its subsidiary, First Great-West Life & Annuity Insurance Company. Other products and services may be sold in New York by FASCore, LLC.

PARTICIPANT DISTRIBUTION GUIDE

401(k) Plan

You may be allowed to transfer funds from your Plan to another employer-sponsored Plan or take certain types of distributions while you are still working for your employer. When you sever employment with your employer, you need to make several choices with respect to your distribution options. If you are leaving your job because you are retiring, you may want to begin taking distributions, or you may be required to begin taking distributions in accordance with the minimum distribution (age 70 1/2) requirements. You have different distribution methods from which to choose. If you are changing jobs, you may be able to leave your money in your current Plan, or roll it over to another Plan that accepts such rollovers or to an Individual Retirement Account (IRA). Only you can make this very personal decision after careful consideration of several factors including your age, financial needs, and other sources of income.

Please study each of your options described in this Guide in order to make distribution choices that best suit your financial needs. This Guide will assist you in completing the Distribution/Direct Rollover Request form ("Distribution Form") for 401(k) Plans. You should read all pages of this Guide before you begin to complete the Distribution Form. The Guide will assist you in completing each section of the Distribution Form and give you the information you need to make informed decisions regarding your distribution. If you need further clarification about the information discussed in this Guide, call a representative at your Service Provider. You can also call 1-800-922-7772 to speak with a service representative.

You are strongly urged to consult with an accountant and/or tax advisor before making your final decision and in the preparation of your Distribution Form. While our representatives are able to explain the options to you, they cannot tell you which payment and/or tax-withholding method is best for you. Your local representative or any Service Provider representative will not provide tax or legal advice. Additionally, neither this Guide nor the Distribution Form represents tax or legal advice.

Service Provider is required to comply with the regulations and requirements of the Office of Foreign Assets Control, Department of the Treasury ("OFAC"). As a result, Service Provider cannot conduct business with persons in a blocked country or any person designated by OFAC as a specially designated national or blocked person. For more information, please access the OFAC Web site at: <http://www.ustreas.gov/offices/eotfc/ofac>.

The Distribution Form - The Distribution Form is divided into several sections, with each section requiring you to provide information or make an election regarding your distribution.

The sections on the Distribution Form are:

- Participant Information
- Distribution Reason
- Distribution Method
- Distribution Delivery
- Federal and State Income Tax Withholding
- Outstanding Loan Payoff (if applicable)
- Your Consent and Signature and Date
- Authorized Signature(s)

Note: If you have more than one account or Plan number, you must complete a separate Distribution Form for each account or Plan number. If you are a beneficiary, please complete a Death Benefit Claim Request form rather than a Distribution Form.

Incomplete or Inaccurate Information - In the event that any section of the Distribution Form is incomplete or inaccurate, Service Provider may not be able to process the transaction requested on the Distribution Form. You may be required to complete a new form or provide additional or proper information before the transaction will be processed.

Changes to Your Request - If you make a change to the Distribution Form as you are completing it, you must cross out any previously elected choice(s) and initial all changes. If you do not initial all changes, the Distribution Form may be returned to you for verification.

Self-Directed Brokerage ("SDB") Account Notice - If you have an SDB account, it is your responsibility to liquidate securities and transfer the cash from your SDB account to the core investments (non-self-directed brokerage investments) before Service Provider can process your payments. Please contact the SDB provider directly to liquidate securities. Once the cash is swept to the SDB money market fund, you may transfer the cash back to your Plan's core investment options by visiting www.tn.gov/treasury/dc or by calling 1-800-922-7772.

With respect to both full and partial distribution/rollover requests, in the event that the transfer of funds from your SDB account has not been received by Service Provider prior to Service Provider's receipt of the Distribution Form, the following will occur: Service Provider will process your request from the amount that is available in the core investment options in excess of the "core minimum." The core minimum is the amount of investment funds (required by your Plan) that must be maintained in your core investment options at all times. For any further distributions/rollovers, you must transfer the appropriate funds from the SDB account into core investment options and submit an additional Distribution Form.

The Distribution Form

Note: Please use blue or black ink when completing the Distribution Form. All pages of the Distribution Form must be returned excluding the Participant Distribution Guide and the 402(f) Notice of Special Tax Rules on Distributions.

Participant Information

Last Name, First Name, MI - Your full name is required in order to properly identify your account.

Address - Number & Street

City, State, Zip Code - If you fill in an address other than the address on the record keeping system, your distribution will be sent to you in accordance with the information you provide on the Distribution Form. You may be contacted to verify this information.

Home Phone, Work Phone - This information will allow Service Provider to contact you in the event that your request is not properly completed.

Social Security Number - Your Social Security number is required to properly identify your account and report withholding information to the Internal Revenue Service.

Account Extension - The account extension identifies funds that were transferred to you through a divorce or death. If you have an account extension but left this field blank, Service Provider will return this form.

E-Mail Address - Your e-mail address is optional. If you choose to provide Service Provider with this information it will be kept confidential.

Are You a U.S. Citizen or U.S. Resident Alien? - Your citizenship status is required to properly tax report your distribution. If you are not a U.S. citizen or U.S. resident alien, please provide your country of residency.

Date of Birth - Your date of birth is required to properly process your distribution request.

Distribution Reason

You must designate a distribution reason in order for your distribution request to be processed. The following is a brief explanation of each of the distribution reasons listed on the Distribution Form.

In order to comply with the Internal Revenue Code and applicable federal Treasury regulations, you must begin to receive at least your required minimum distribution by the later of April 1st of the year following the year during which you attained age 70 1/2 or the year during which you sever employment with your employer. The Internal Revenue Service may impose a 50% excise penalty on amounts that should have been distributed pursuant to the minimum distribution requirements. Service Provider does not assume any responsibility or liability for ensuring that distributions are elected in a timely manner to meet the minimum distribution requirements. It is solely the participant's responsibility to ensure that the required minimum distribution is made in a timely manner and in an appropriate amount. You are strongly urged to consult your tax and/or legal advisor regarding the minimum distribution requirements.

Severance of Employment - If you are taking a distribution from your account due to severance of employment, check the appropriate box. Indicate the date of your severance of employment on the line provided.

Disability - If you have left employment due to your disability, check the appropriate box. Indicate the date of your disability on the line provided. A completed Certification of Disability form is required before this distribution will be processed.

If you are requesting a distribution because of a disability and you want your Form 1099-R coded to reflect your disability as an exception to the 10% early withdrawal penalty tax, you must submit a Certification of Disability form along with the Distribution Form. You may obtain a Certification of Disability form from a service representative. Indicate the date of your disability on the line provided.

Age 59 1/2 - Check this box if you are requesting a distribution from your account, you are over the age of 59 1/2 and your Plan allows for such withdrawals.

Purchase of Service Credit (TCRS) - When requesting a withdrawal from this Plan to purchase service credits, please make sure to include a copy of your current Prior Billing Statement from TCRS. If you are fully surrendering this account, make sure to check Full Distribution in the Distribution Method section. If requesting a partial withdrawal, be sure to list the amount. A check, payable to TCRS, will be issued for the net amount listed. Be sure to complete the mailing address information.

Minimum Distribution (Age 70 1/2) - If you are age 70 1/2 or older and you do not want to have your required minimum distribution automatically calculated and distributed, check this box. You will be responsible for calculating your required minimum amount every year and completing this Distribution Form to request payment. If you select minimum distribution as your distribution reason, you must also select partial distribution as your distribution method. If you would prefer to have your required minimum distribution amount automatically calculated and distributed to you each year, you must request an Automated Minimum Distribution Request form. Once the Automated Minimum Distribution Request form is completed, you will receive your required amount without additional paperwork.

Distribution Method

There are several distribution methods that you may choose from on the Distribution Form. Depending on the type of distribution you are requesting, you may need to check more than one box in this section. For example, if you are requesting a rollover of your entire account balance to an IRA, you will check the Full Distribution box and the Direct Rollover box.

Effective Date - Your effective date of distribution will be the later of the date you select as your effective date and the date Service Provider receives a properly completed Distribution Form.

Full Distribution/Purchase of Service Credit/Rollover - Check this box if you want a full distribution/purchase of service credit/rollover of your account. The full vested value of each investment option will be distributed based on the instructions on the Distribution Form. Service Provider will liquidate the funds from all investment options in which you have a balance, and from all money sources, including Non-Roth and Roth.

Partial Distribution/Purchase of Service Credit/Rollover - Check this box if you want a partial distribution/purchase of service credit/rollover. Indicate the amount of the partial distribution on the line provided. If you have selected minimum distribution (age

70 1/2) as your distribution reason and your distribution will be less than your entire account balance, you are electing a partial distribution and must check this box. Partial distributions will be automatically prorated against all of your investment options. You may specify a contribution source (e.g., Employer Contribution, Payroll Contribution, Employer Matching Contribution, Rollover, etc.) on the line provided. Otherwise, your distribution will be prorated against all available contribution sources. You are responsible for ensuring that the partial distribution you request meets the minimum distribution requirements, if applicable.

Note for SDB only: With respect to both full and partial distribution requests, in the event that the transfer of funds from your SDB account has not been received by Service Provider prior to Service Provider's receipt of the Distribution Form, the following will occur: Service Provider will process your request from the amount that is available in the core investment options in excess of the core minimum. For any further distributions, you must transfer the appropriate funds from the SDB account into core investment options and submit an additional Distribution Form.

Payment to Self - By selecting this box, you are requesting that the distribution be paid to you directly.

Combination - Partial Distribution to Me and Partial Purchase of Service Credit or Rollover - By selecting this box, you are requesting a distribution where part of the payment is paid directly to you and part of the payment is paid as a purchase of service credit or a direct rollover.

Periodic Payment - Check both the periodic payment distribution method and periodic payment options to choose this option. You must choose from the periodic payment options. You must also select a payment start date and Non-Roth and/or Roth money sources. The payment start date is the date the funds will be distributed from your account. You can choose any day of the month with the exception of the 29th, 30th or 31st. You must also select the frequency of your payment - monthly, quarterly, semi-annually or annually. Allow approximately 5 - 10 business days from your payment start date to receive your distribution. If both or neither Non-Roth and Roth money sources are selected, we will debit the Non-Roth money source first.

Note for SDB only: In the event that a periodic payment option is requested and sufficient funds have not been transferred from the SDB account into core investment options prior to Service Provider's receipt of the Distribution Form, your distribution request will not be processed. Instead, the Distribution Form will be returned to you with a letter asking that the transfer be initiated. Once the transfer has occurred, the original Distribution Form must be resubmitted to Service Provider for processing. The terms of your Plan may require liquidation of funds in your SDB account to make required payments, such as required minimum distributions. If you do not initiate trading instructions and transfers in time to generate the funds needed to make these payments, all securities in your SDB account may be liquidated and your SDB account permanently closed. You will be responsible for any losses or expenses associated with any such liquidation. The participant is responsible for ensuring that the periodic payment option as elected meets the minimum distribution requirements, if applicable.

The Periodic Payment Options Are as Follows:

1. **Payment of an Amount Certain** - Designate the dollar amount you wish to receive on a regular installment basis (monthly, quarterly, semi-annually or annually). Your payments will continue until your account balance is zero. The number of payments you receive will vary depending on the performance of your underlying investment options.
2. **Payment for a Period Certain (Years)** - You will receive payments on a regular installment basis (monthly, quarterly, semi-annually or annually). Payment amounts will depend on the length of time in years during which you elect to receive payments, the periodic basis that you choose, and the performance of your underlying investment options.

Your payment amount will be calculated by dividing your current account balance by the number of remaining payments. For example, if the payout is to be monthly for 4 years, the initial payout amount will be equal to 1/48 of the account balance. The second payment will be 1/47 of your balance, the third will be 1/46, and so on.

Your payment is recalculated each time a payment is distributed; therefore, the amount of each payment typically differs. The payment amount will vary depending on the performance of the underlying investment options. Your balance will be zero by the end of the term selected.

Purchase of Service Credit (TCRS) - If your Plan allows you to transfer funds to your governmental defined benefit Plan to purchase permissible service credits under the Plan, check this box and indicate the amount of the transfer and mailing instructions on the appropriate lines. A check, payable to the Trustee, will be issued for the amount requested. The amount you request will be transferred as a net amount.

You must obtain and attach a letter of acceptance from your defined benefit Plan's trustee attesting to the amount you are allowed to transfer to the defined benefit Plan and accepting the funds for your purchase of service credit. In the event of an inconsistency between information contained in the letter of acceptance and information you provide on the Distribution Form, your request may not be processed or you may be required to provide additional clarifying information. Depending upon your current investment options, certain fees, charges and/or limitations may apply.

Direct Rollover to an Eligible Plan, Traditional IRA or Roth IRA - You must first be eligible to receive a distribution from your employer's Plan before you can request a direct rollover. You must also determine whether your new employer's Plan or IRA accepts eligible rollover distributions.

Beginning in the later of the year that you attain age 70 1/2 or the year during which you sever employment, you may not roll over that portion of a distribution equal to your required minimum distribution amount. If you elect a distribution in the form of an annuity, as of January 1 of the calendar year in which you attain age 70 1/2, the IRS will treat the entire portion of each and every annuity payment as a required minimum distribution. Therefore, the entire amount of each annuity payment is not eligible for rollover.

Non-Roth - If you are requesting a direct rollover, an eligible rollover distribution is paid from your Plan directly to your new employer's Code section 401(a), 401(k), 403(b) or Governmental 457(b) Plan, a Traditional IRA or to a Roth IRA. An eligible rollover distribution of your Non-Roth assets may be paid directly to a Roth IRA. Your rollover distribution to a Roth IRA will not be subject

to mandatory federal income tax withholding. However, this distribution is subject to federal and state income tax and you are responsible for making tax payments. The taxable distribution will be reported on IRS Form 1099R. Making an estimated tax payment to the IRS and an appropriate state authority at the time of your rollover may be one of the options to cover this tax liability. Please consult with your tax advisor.

After-tax contributions in a 401(a) or 401(k) Plan may be rolled into another 401(a), 401(k) or 403(b) Plan which agreed to separately account for amounts transferred, or Traditional IRA or Roth IRA. After-tax contributions in a 401(a) or 401(k) Plan, however, may not be rolled over to a Governmental 457(b) Plan. If you have after-tax contributions in your account and you elect a direct rollover to a Governmental 457(b) Plan, the cost basis of the after-tax contributions will be distributed to you and the investment earnings on the after-tax contributions will be included in the rollover amount.

Roth - If you are requesting a direct rollover, an eligible rollover distribution is made payable to your new employer's Code section 401(k) or 403(b) plan. Prior to submitting a direct rollover request, you need to verify that a 401(k) or 403(b) Plan provides for a designated Roth account and can accept Roth rollovers. You may also roll over your designated Roth assets to a Roth IRA.

Indicate the dollar amount you want to roll over and provide the company name, account number, mailing address, city, state, zip code and a phone number for your direct rollover. If you also attach a letter from your new investment provider and there is an inconsistency between information contained in the letter of acceptance and the information you provide on the Distribution Form, your request may not be processed or you may be required to provide additional clarifying information. Once Service Provider has processed a direct rollover, it cannot be returned.

If you choose the direct rollover method, a Form 1099-R will be issued for reporting purposes; however, no federal income tax will be automatically withheld from amounts directly rolled over.

Distribution Delivery

The delivery of your distribution may depend on the distribution method that you selected on the Distribution Form. Certain delivery options are not available on all types of distributions. Below is a description of each delivery option.

Check - You can receive your distribution by check regardless of the distribution method you selected on the Distribution Form.

Alternate Mailing Address - Check this box if you want your check to be sent to an address other than the address you provided on the first page of the Distribution Form.

Express Delivery - Not available for periodic payments. The amount of your distributable check will be reduced by \$25.00 per check for this service. If both **Non-Roth** and **Roth** money sources are allowed by your plan and distributed, \$25.00 will be deducted from each check, totaling \$50.00. Express delivery is available for Monday through Friday delivery only and is not available to P.O. boxes. Delivery is not guaranteed to all areas.

Automated Clearing House (ACH) - Check this box and complete this section only if you want your payments to be electronically deposited into your checking or savings account. You may not designate a business account or an IRA. This option is available for periodic payments at no charge. Available on one-time full/partial distribution payment to self for a \$15.00 non-refundable charge. ACH credit can only be made into a United States financial institution (bank/credit union). If you are requesting a one-time full/partial distribution payment to self, your payment amount will be reduced by \$15.00 for this service. If both **Non-Roth** and **Roth** money sources are allowed by your plan and distributed, \$15.00 will be deducted from each check, totaling \$30.00. Complete the financial institution name, account number, ABA routing number, financial institution mailing address, city, state and zip code. For a checking account, you must attach a preprinted voided check. If a preprinted voided check is not available, you must attach a signed letter from your financial institution, on their letterhead, that confirms the ABA routing number and your name and account number. For a savings account, you must attach a letter on financial institution letterhead signed by a representative of the financial institution that includes your name, savings account number and ABA routing number.

General ACH Information

By choosing an ACH credit to your financial institution account, you are authorizing Service Provider to initiate credit entries and, if necessary, debit entries and adjustments for any credit entries in error to your checking or savings account. You are also authorizing your financial institution, in the form of an electronic funds transfer, to credit and/or debit the same to such account. Service Provider will make payments in accordance with the directions you have specified on the Distribution Form until such time that you notify Service Provider in writing that you wish to cancel the ACH agreement. You must provide notice of cancellation at least 30 days prior to a payment date for the cancellation to be effective with respect to all of your subsequent payments.

Service Provider reserves the right to terminate the ACH transfers for any reason and will notify you in the event of such termination by sending notice to your last known address on file with Service Provider.

It is your obligation to notify Service Provider of any address or other changes affecting your electronic fund transfers during your lifetime. You are solely responsible for any consequences and/or liabilities that may arise out of your failure to provide such notification.

By selecting an ACH method of delivery, you acknowledge that Service Provider is not liable for payments made by Service Provider in accordance with a properly completed Distribution Form. By selecting this method of distribution delivery, you are authorizing and directing your financial institution not to hold any overpayments made by Service Provider on your behalf, or on behalf of your estate or any current or future joint accountholder, if applicable.

ACH for Periodic Payments Only

ACH is a form of electronic funds transfer by which Service Provider can transfer your payments directly to your financial institution. Allow at least 15 days from the date Service Provider receives your properly completed Distribution Form to begin using ACH for your payments. Upon receipt of a properly completed Distribution Form, Service Provider will notify your financial institution of your ACH

request with the account information you have provided. The pre-notification process takes approximately 10 days. During the pre-notification process, your financial institution will confirm with Service Provider that the account and routing information you submitted is correct and that it will accept the ACH transfer. After this confirmation is received, your payments will be transferred to your financial institution within 2 days of the first payment date. If your payments are withdrawn from investments that are subject to time delays upon withdrawal, the deposit to your financial institution may be delayed accordingly. In the event of a change to your periodic payments, your electronic funds transfer may be subject to a delay, and a check will be sent to your last known address on file with Service Provider.

If your financial institution rejects the pre-notification, you will be notified and your checks will be mailed to you until you submit an Electronic Funds Transfer (ACH) form. As a result, it is important that you continue to notify Service Provider in writing of any changes to your mailing address.

Federal and State Income Tax Withholding

Federal Income Tax

Distribution withholding will vary depending on the type of distribution you are requesting in the Distribution Reason section of the Distribution Form, including whether Non-Roth or Roth monies are selected. You have received and must read the attached 402(f) Notice of Special Tax Rules on Distributions, which provides additional income tax withholding information. You are strongly urged to consult with your tax advisor to determine your appropriate income tax withholding.

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 not sufficient.

Rollovers of Non-Roth assets to a Roth IRA are tax reportable transactions.

Note: The Internal Revenue Service may impose an additional 10% penalty tax on distributions made to participants under the age of 59 1/2 that are not rolled over.

If your distribution is subject to income tax withholding, the following will apply:

Full Distribution - Twenty percent (20%) mandatory federal income tax withholding will apply unless you elect a direct rollover of the entire amount.

Partial Distribution - Twenty percent (20%) mandatory federal income tax withholding will apply unless you elect a direct rollover. If your distribution reason is minimum distribution (age 70 1/2), a 10% federal income tax withholding will apply to your partial distribution unless you elect not to have federal income tax withheld by marking the appropriate box on the Distribution Form.

Periodic Payment - Twenty percent (20%) mandatory federal income tax withholding will apply to all amount certain or period certain periodic payments scheduled to continue for less than 10 years.

If your periodic payments are payable over your life expectancy or are scheduled to continue for a period certain of more than 10 years, it is suggested that you complete and attach a Form W-4P to your Distribution Form. If a W-4P is not attached, federal income tax withholding will be made as though you are married with three allowances. You may obtain a Form W-4P at <http://www.irs.gov>.

Direct Rollover - Eligible rollover distributions that are directly rolled over are not subject to mandatory federal income tax withholding. Please note, an amount of Non-Roth assets rolled over to a Roth IRA is subject to federal and state income tax and will be reported as taxable income to you. You are responsible for paying any income tax due on this distribution.

State Income Tax

If you live in a state that mandates state income tax withholding, it will be withheld. If you wish to have additional state income tax withheld, you may elect to have an additional amount withheld. Check the appropriate box on the Distribution Form.

If you live in a state that does not mandate state income tax withholding and would like state income tax withheld, please check an appropriate box in the Federal and State Income Tax Withholding section on this form. If you made such an election, we will withhold state income tax based on a default rate provided by the state of your residence. It remains your responsibility to ensure that state income tax withholding is sufficient to cover your state income tax liability.

If you live in a state that allows to elect out of state income tax withholding, please check an appropriate box. Please note that if state income tax withholding is mandatory, your election will be disregarded.

If you do not attach the appropriate state income tax withholding form, if applicable, and you have elected periodic payments as your distribution method, state income tax withholding will be made as though you are single with zero allowances.

Outstanding Loan Payoff (if applicable)

If you have an outstanding loan on your account, you must either pay off the outstanding loan balance or you may treat your outstanding loan (principal and interest) as a taxable distribution at the time you submit your Distribution Form. Check the appropriate box on the Distribution Form.

If you are taking a partial withdrawal from your account, your loan can remain active as long as your employer continues to make payroll deduction loan payments. (Not available for severance of employment.)

Your Consent and Signature and Date

You must sign and date your Distribution Form and have it notarized. Read the disclosure on the Distribution Form in this section before signing. Once you sign this form, you attest to receiving, reading, understanding and agreeing to all provisions of the Distribution Form, the Guide and the 402(f) Notice of Special Tax Rules on Distributions.

Submitting the Distribution Form

Once you have completed the Distribution Form, forward it to the address indicated.

Postponement of Distribution

If you elect to defer your distribution, the Plan will not make a distribution to you without your consent until required by the terms of the Plan or by law. Please refer to the Plan's Summary Plan Description for specific information on timing of distributions. If you elect to defer your distribution, your vested account balance will continue to experience investment gains, losses and Plan expenses. As a result, the value of your vested account balance ultimately distributed to you could be more or less than the value of your current vested account balance. In determining the economic consequences of postponing your distribution, you should compare the administration cost and investment options (including fees) applicable to your vested account balance in the Plan if you postpone your distribution to the cost and options you may obtain with investment options outside the plan.

Upon distribution of your vested account balance from the Plan, you will be taxed (except to the extent your vested account balance consists of after-tax contributions or amounts held in a ROTH money source) on your vested account balance at the time of the distribution if you do not take advantage of the rollover rules. As explained in greater detail in the 402(f) Notice of Special Tax Rules on Distributions, you can roll over your distribution directly or you may receive your distribution and roll it over within 60 days to avoid current taxation and to continue to have the opportunity to accumulate tax-deferred earnings. There are many complex rules relating to rollovers, and you should read the 402(f) Notice of Special Tax Rules on Distributions carefully before deciding whether a rollover is desirable in your circumstances. You should also note that a 10% penalty tax may apply to distributions made before you reach age 59 1/2.

If you defer your distribution of your vested account balance, you will be entitled to invest in the investment options available to active employees. If you do not defer distribution of your vested account balance, the currently available investment options in the Plan may not be generally available on similar terms outside the Plan. Fees and expenses (including administrative or investment related fees) outside the Plan may be different from fees and expenses that apply to your vested account balance in the Plan. For more information about fees and expenses as well as the currently available investment options in the Plan, including investment related fees, you may refer to the Summary Plan Description available from the Plan Administrator and obtain applicable prospectuses and/or disclosure documents regarding investments in the Plan from your registered representative.

When considering whether to defer your distribution you should review the Plan's Summary Plan Description carefully.

Important Note

Although every effort is made to keep the information in this Guide current, it is subject to change without notice. Federal, state and local tax laws may be revised, and new Plan provisions may be adopted by your Plan. For the most up to date version of this Guide, please visit the Web site at www.tn.gov/treasury/dc or call 1-800-922-7772.

Access to KeyTalk® or the Web site may be limited or unavailable during periods of peak demand, market volatility, systems upgrades, maintenance or for other reasons.

For more information about available investment options, including fees and expenses, you may obtain applicable prospectuses and/or disclosure documents from your representative. Read them carefully before investing.

For Payments Not From a Designated Roth Account

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the State of Tennessee 401(k) Plan (the "Plan") is eligible to be rolled over to an IRA or an employer plan. This notice is intended to help you decide whether to do such a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are not from a designated Roth account (a type of account with special tax rules in some employer plans). If you also receive a payment from a designated Roth account in the Plan, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a plan are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59 1/2 and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (unless an exception applies). However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59 1/2 (or if an exception applies).

Where may I roll over the payment?

You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, no spousal consent rules apply to IRAs and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

How do I do a rollover?

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

If you do a direct rollover, the Plan will make the payment directly to your IRA or an employer plan. You should contact the IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit into an IRA or eligible employer plan that will accept it. You will have 60 days after you receive the payment to make the deposit. If you do not do a direct rollover, the Plan is required to withhold 20% of the payment for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover, you must use other funds to make up for the 20% withheld. If you do not roll over the entire amount of the payment, the portion not rolled over will be taxed and will be subject to the 10% additional income tax on early distributions if you are under age 59 1/2 (unless an exception applies).

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70 1/2 (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA).

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

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions?

If you are under age 59 1/2, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the payment not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least age 50 in the year of the separation
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

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

If you receive a payment from an IRA when you are under age 59 1/2, you will have to pay the 10% additional income tax on early distributions from the IRA, unless an exception applies. In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions listed above for early distributions from a plan. However, there are a few differences for payments from an IRA, including:

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

Will I owe State income taxes?

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

SPECIAL RULES AND OPTIONS

If your payment includes after-tax contributions

After-tax contributions included in a payment are not taxed. If a payment is only part of your benefit, an allocable portion of your after-tax contributions is generally included in the payment. If you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in a payment.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs). If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the after-tax contributions. If you do a 60-day rollover to an IRA of only a portion of the payment made to you, the after-tax contributions are treated as rolled over last. For example, assume you are receiving a complete distribution of your benefit which totals \$12,000, of which \$2,000 is after-tax contributions. In this case, if you roll over \$10,000 to an IRA in a 60-day rollover, no amount is taxable because the \$2,000 amount not rolled over is treated as being after-tax contributions.

You may roll over to an employer plan all of a payment that includes after-tax contributions, but only through a direct rollover (and only if the receiving plan separately accounts for after-tax contributions and is not a governmental section 457(b) plan). You can do a 60-day rollover to an employer plan of part of a payment that includes after-tax contributions, but only up to the amount of the payment that would be taxable if not rolled over.

If you miss the 60-day rollover deadline

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

If your payment includes employer stock that you do not roll over

If you do not do a rollover, you can apply a special rule to payments of employer stock (or other employer securities) that are either attributable to after-tax contributions or paid in a lump sum after separation from service (or after age 59 1/2, disability, or the participant's

death). Under the special rule, the net unrealized appreciation on the stock will not be taxed when distributed from the Plan and will be taxed at capital gain rates when you sell the stock. Net unrealized appreciation is generally the increase in the value of employer stock after it was acquired by the Plan. If you do a rollover for a payment that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the payment), the special rule relating to the distributed employer stock will not apply to any subsequent payments from the IRA or employer plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you have an outstanding loan that is being offset

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

If you were born on or before January 1, 1936

If you were born on or before January 1, 1936 and receive a lump sum distribution that you do not roll over, special rules for calculating the amount of the tax on the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income.

If your payment is from a governmental section 457(b) plan

If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you do not do a rollover, you will not have to pay the 10% additional income tax on early distributions from the Plan even if you are under age 59 1/2 (unless the payment is from a separate account holding rollover contributions that were made to the Plan from a tax-qualified plan, a section 403(b) plan, or an IRA). However, if you do a rollover to an IRA or to an employer plan that is not a governmental section 457(b) plan, a later distribution made before age 59 1/2 will be subject to the 10% additional income tax on early distributions (unless an exception applies). Other differences are that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

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

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income plan payments paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of \$3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you roll over your payment to a Roth IRA

You can roll over a payment from the Plan made before January 1, 2010 to a Roth IRA only if your modified adjusted gross income is not more than \$100,000 for the year the payment is made to you and, if married, you file a joint return. These limitations do not apply to payments made to you from the Plan after 2009. If you wish to roll over the payment to a Roth IRA, but you are not eligible to do a rollover to a Roth IRA until after 2009, you can do a rollover to a traditional IRA and then, after 2009, elect to convert the traditional IRA into a Roth IRA.

If you roll over the payment to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. However, the 10% additional income tax on early distributions will not apply (unless you take the amount rolled over out of the Roth IRA within 5 years, counting from January 1 of the year of the rollover). For payments from the Plan during 2010 that are rolled over to a Roth IRA, the taxable amount can be spread over a 2-year period starting in 2011.

If you roll over the payment to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59 1/2 (or after your death or disability, or as a qualified first-time homebuyer distribution of up to \$10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies). You do not have to take required minimum distributions from a Roth IRA during your lifetime. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

You cannot roll over a payment from the Plan to a designated Roth account in an employer plan.

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you were born on or before January 1, 1936" applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to an IRA, you may treat the IRA as your own or as an inherited IRA.

An IRA you treat as your own is treated like any other IRA of yours, so that payments made to you before you are age 59 1/2 will be subject to the 10% additional income tax on early distributions (unless an exception applies) and required minimum distributions from your IRA do not have to start until after you are age 70 1/2.

If you treat the IRA as an inherited IRA, payments from the IRA will not be subject to the 10% additional income tax on early distributions. However, if the participant had started taking required minimum distributions, you will have to receive required minimum distributions from the inherited IRA. If the participant had not started taking required minimum distributions from the Plan, you will not have to start receiving required minimum distributions from the inherited IRA until the year the participant would have been age 70 1/2.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited IRA. Payments from the inherited IRA will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited IRA.

Payments under a qualified domestic relations order. If you are the spouse or former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it). Payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien

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

Other special rules

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

If your payments for the year are less than \$200 (not including payments from a designated Roth account in the Plan), the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cash-out of more than \$1,000 (not including payments from a designated Roth account in the Plan) will be directly rolled over to an IRA chosen by the Plan administrator or the payor. A mandatory cash-out is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the State of Tennessee 401(k) Plan (the "Plan") is eligible to be rolled over to a Roth IRA or designated Roth account in an employer plan. This notice is intended to help you decide whether to do a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a designated Roth account are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

After-tax contributions included in a payment from a designated Roth account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your designated Roth account, the payment will include an allocable portion of the earnings in your designated Roth account.

If the payment from the Plan is not a qualified distribution and you do not do a rollover to a Roth IRA or a designated Roth account in an employer plan, you will be taxed on the earnings in the payment. If you are under age 59 1/2, a 10% additional income tax on early distributions will also apply to the earnings (unless an exception applies). However, if you do a rollover, you will not have to pay taxes currently on the earnings and you will not have to pay taxes later on payments that are qualified distributions.

If the payment from the Plan is a qualified distribution, you will not be taxed on any part of the payment even if you do not do a rollover. If you do a rollover, you will not be taxed on the amount you roll over and any earnings on the amount you roll over will not be taxed if paid later in a qualified distribution.

A qualified distribution from a designated Roth account in the Plan is a payment made after you are age 59 1/2 (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you did a direct rollover to a designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the other employer plan.

Where may I roll over the payment?

You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a designated Roth account in an employer plan (a tax-qualified plan or section 403(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, no spousal consent rules apply to Roth IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

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

How do I do a rollover?

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

If you do a direct rollover, the Plan will make the payment directly to your Roth IRA or designated Roth account in an employer plan. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit within 60 days into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59 1/2 (unless an exception applies).

If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the earnings in your designated Roth account.

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

How much may I roll over?

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

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70 1/2 (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if S corporation stock is held by an IRA).

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

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions?

If a payment is not a qualified distribution and you are under age 59 1/2, you will have to pay the 10% additional income tax on early distributions with respect to the earnings allocated to the payment that you do not roll over (including amounts withheld for income tax), unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the earnings not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

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

If you receive a payment from a Roth IRA when you are under age 59 1/2, you will have to pay the 10% additional income tax on early distributions on the earnings paid from the Roth IRA, unless an exception applies or the payment is a qualified distribution. In general, the exceptions to the 10% additional income tax for early distributions from a Roth IRA listed above are the same as the exceptions for early distributions from a plan. However, there are a few differences for payments from a Roth IRA, including:

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

Will I owe State income taxes?

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

SPECIAL RULES AND OPTIONS

If you miss the 60-day rollover deadline

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

If your payment includes employer stock that you do not roll over

If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59 1/2, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or employer plan. Net unrealized appreciation is generally the increase in the value of the employer stock after it was acquired by the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you receive a payment that is a qualified distribution that includes employer stock and you do not roll it over, your basis in the stock (used to determine gain or loss when you later sell the stock) will equal the fair market value of the stock at the time of the payment from the Plan.

If you have an outstanding loan that is being offset

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

If you receive a nonqualified distribution and you were born on or before January 1, 1936

If you were born on or before January 1, 1936, and receive a lump sum distribution that is not a qualified distribution and that you do not roll over, special rules for calculating the amount of the tax on the earnings in the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income.

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

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income nonqualified distributions paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of \$3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, whether the payment is a qualified distribution generally depends on when the participant first made a contribution to the designated Roth account in the Plan. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you receive a nonqualified distribution and you were born on or before January 1, 1936" applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA.

A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 59 1/2 will be subject to the 10% additional income tax on early distributions (unless an exception applies).

If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70 1/2.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited Roth IRA. Payments from the inherited Roth IRA, even if made in a nonqualified distribution, will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited Roth IRA.

Payments under a qualified domestic relations order. If you are the spouse or a former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment as described in this notice).

If you are a nonresident alien

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

Other special rules

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

If your payments for the year (only including payments from the designated Roth account in the Plan) are less than \$200, the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you can do a 60-day rollover.

Unless you elect otherwise, a mandatory cash-out from the designated Roth account in the Plan of more than \$1,000 will be directly rolled over to a Roth IRA chosen by the Plan administrator or the payor. A mandatory cash-out is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed \$5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).

You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

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