INSTRUCTIONS TO PARTICIPANT

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Under the terms of our Plan, you are entitled to receive a distribution of the vested portion of your Account Balance. Before the Trustees of the Plan can distribute your benefits, certain information will be required. In this package you will find a Special Tax Notice Regarding Plan Payments which is published by the Internal Revenue Service and forms for completion. Please read this Notice very carefully; however, this is intended only as a guide - it is recommended that you consult with a tax advisor before making a final decision.

NOTICE OF JOINT AND SURVIVOR ANNUITY

The law requires that all benefits over $5,000 payable from the Plan be paid in the form of a Qualified Joint and Survivor Annuity unless you elect in writing not to receive your benefits in that form. You must make that election during the 90-day period before your benefits are due to be paid. If you are married, your spouse must consent in writing, before a notary public (if by mail) or in the presence of a plan representative. (Pension Election Form)

EXPLANATION OF ALTERNATIVE FORM OF PLAN BENEFITS

The Plan permits the current value of your retirement benefit to be paid to you in a single immediate cash settlement. No other payments will be made. You may elect to have all or a portion of the cash settlement paid to you, or you may elect to have all or a portion of the cash settlement paid in a "Direct Rollover" to an Individual Retirement Arrangement or another qualified retirement plan, as described in the Special Tax Notice Regarding Plan Payments. (Benefit Selection Form)

PAYMENT OF BENEFITS

The Special Tax Notice and forms for completion must be provided to you at least 30 days but no more than 90 days before the date of distribution. If your total benefit is $200 or less you may waive the 30-day waiting period and the plan may make the distribution before the 30 days have elapsed.

RULES FOR PLAN DISTRIBUTIONS, EFFECTIVE JANUARY 1, 1993

As amended by the Unemployment Compensation Amendments Act of 1992, IRC Sec. 402(f) requires that plan administrators provide recipients of distributions from qualified pension plans with a written explanation of the new rollover and 20% withholding rules. The enclosed package contains the IRS model notice. The following is a brief overview of the options, which may be available to you. **You have at least 30 days in which to decide whether to elect a direct rollover or a lump sum cash distribution.**

OPTIONS FOR PLAN DISTRIBUTIONS

Cash distribution	Payout reduced by 20% withholding. Entire amount subject to income tax in year received 10% penalty if recipient is under age 55.
Take cash and put into IRA or other qualified plan	Payout reduced by 20% withholding, but money can be refunded after federal tax return is filed if amount equal to entire distribution was put into IRA within 60 days; money continues to grow tax deferred. No penalty if entire amount was put into an IRA.
Periodic Withdrawals	Pay tax on distributions but no 10% penalty
Direct Transfer into IRA or other qualified plan	Money continues to grow tax deferred; there is no withholding; there is no 10% penalty.
Leave money in former employer's plan (if allowed)	Money continues to grow tax deferred; can be moved later to new employer's plan or IRA.

BENEFIT SELECTION FORM

I understand that I am eligible to receive a benefit distribution from the company plan.

I have read the attached Special Tax Notice regarding the taxation of plan benefits and understand the tax consequences of receiving my distribution. (This Notice does not pertain to distributions totaling less than $200.)

I hereby choose ONE of the following distribution options:

_____ I choose no withholding of income taxes since my distribution is under $200 and the law does not require withholding of taxes on distributions under $200.

_____ I choose to have my Plan benefits distributed directly to me and understand that 20% will automatically be withheld, as required by law.

_____ I choose to have my benefits "rolled over" directly to my IRA account. Please have my benefits transferred directly to the following account:

Name of IRA Account: ____
Account Number: ____
Custodian: ____
Address: ____

Note: Check must be payable to the custodian of the IRA Account.

_____ I choose to have my benefits transferred directly to the following qualified pension/profit sharing plan:

Name of Plan: ____
Plan Trustee: ____
Address: ____

Note: Check must be payable to the Plan.

____ ___________________
Participant's Signature Date

____ ___________________________
Participant's Name (Please Print) Social Security Number

Participant's Address:

Plan Name: ____

Plan Rep: ____

YOU SHOULD CONSULT WITH A TAX ADVISOR BEFORE COMPLETING THIS FORM.

ELECTION OF LUMP SUM DISTRIBUTIONS $5,000 AND OVER

(DO NOT COMPLETE IF UNDER $5,000)

The law requires that all benefits over $5,000 payable from the Plan be paid in the form of a Qualified Joint and Survivor Annuity **unless you make the election described below.**

If you wish to elect a single immediate payment you must complete the election form as follows:

Name of Participant ______________________________________ (please print)

I. SINGLE PARTICIPANTS

I hereby certify that I am not legally married at present. Instead of the "Standard Form of Payment" under the Plan I elect to receive a single immediate settlement of all benefits due me.

___________________________________ ______________

Signature of Participant Date

II. MARRIED PARTICIPANTS

(If your total distribution exceeds $5,000 your spouse must sign and date below. Your spouse's signature must be witnessed by a plan representative or a notary public.)

Participant:

I understand that my benefits would be automatically payable in the form of a Qualified Joint and 50% Survivor Annuity with my spouse as beneficiary and hereby waive this automatic form of payment. Instead, I elect to receive a single payment of all benefits due me under the Plan.

_____________________________________ ______________

Signature of Participant Date

Spouse:

I hereby acknowledge the waiver of the Qualified Joint and 50% Survivor Annuity and the election of the single payment made by my spouse. I understand the effect of my spouse's election on my entitlement to future benefits, and I hereby consent to the election.

_____________________________________ ________________

Signature of Spouse Date

_____________________________________ ________________

Plan Representative Date

_____________________________________ ________________

Notary Public (if by mail) Date

____

Name of Plan

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

This notice contains important information you will need before you decide how to receive your benefits from the plan. You have the right to consider the decision of whether or not to elect a direct rollover for at least 30 days after this notice is provided. This notice is provided to you by your Plan Administrator because all or part of the payment that you will soon receive from the Plan may be eligible for rollover by your or your Plan Administrator to a traditional IRA or another qualified employer plan. A "traditional IRA" does not include a Roth IRA, SIMPLE IRA or education IRA. If you have additional questions after reading this notice, you can contact your 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 or, if you choose, another qualified employer plan that will accept it ("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.

~ Your payment will be made directly to your traditional IRA or, if you choose, to another employer plan that accepts your rollover. Your Plan payment cannot be rolled over to a Roth IRA, a SIMPLE IRA, or an education IRA because these are not traditional IRAs.

~ Your payment will be taxed later when you take it out of the traditional IRA or the qualified employer plan.

If you choose to have your Plan benefits PAID TO YOU:

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

~ 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 also may have to pay an additional 10% tax.

~ You can roll over the payment by paying it to your traditional IRA or to another qualified employer plan that accepts your rollover within 60 days of receiving the payment. The amount rolled over will not be taxed until you take it out of the traditional IRA or qualified employer plan.

~ If you want to roll over 100% of the payment to a traditional IRA or another qualified employer plan, *you must find other money to replace the 20% 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.

MORE INFORMATION

I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER
II. DIRECT ROLLOVER
III. PAYMENT PAID TO YOU
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I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the Plan may be "eligible rollover distributions." This means that they can be rolled over to an IRA or to another employer plan that accepts rollovers. Payments from a plan cannot be rolled over to a Roth IRA, a SIMPLE IRA, or an education IRA. Your Plan administrator should be able to tell you what portion of your payment is an eligible rollover distribution. The following types of payments *cannot* be rolled over:

Non-taxable Payments. In general, only the "taxable portion" of your payment is an eligible rollover distribution. If you have made "after-tax" employee contributions to the Plan, these contributions will be non-taxable when they are paid to you, and they cannot be rolled over. (After-tax employee contributions generally are contributions you made from your own pay that were already taxed.)

Your Plan Administrator should be able to tell you how much of your payment is the taxable portion and how much is the after-tax employee contribution portion.

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 your life expectancy), or
~ your lifetime and your beneficiary's lifetime (or life expectancies), or
~ a period of ten 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 payment" that must be paid to you. Special rules apply if you own 5% or more of your employer.

Hardship Distributions. A hardship distribution from your employer's 401(k) plan may not be eligible for rollover. Your Plan Administrator 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 your Plan benefits to a traditional IRA or another qualified employer plan that will accept it. You can choose a DIRECT ROLLOVER of all or any portion of your payment that is an eligible rollover distribution, as described in Part I above. You are not taxed on any portion of your payment for which you choose a DIRECT ROLLOVER until you later take it out of the traditional IRA or qualified employer plan. In addition, no income tax withholding is required for any portion of your Plan benefits for which you choose a DIRECT ROLLOVER.

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

Direct Rollover To A Plan. If you are employed by a new employer that has a qualified employer plan, and you want a direct rollover to that plan, ask the administrator of that plan whether it will accept your rollover. A qualified employer plan is not legally required to accept a rollover. If your new employer's plan does not accept a rollover, you can choose a DIRECT ROLLOVER to a traditional IRA.

Direct Rollover Of A Series Of Payments. If you receive a payment that can be rolled over to a traditional IRA or other qualified employer plan that will accept it, and it is paid in a series for less than ten years, your choice to make or not make a DIRECT ROLLOVER for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

III. PAYMENT PAID TO YOU

If your payment can be rolled over under Part I above and the payment is made to you in cash, it is subject to 20% income tax withholding. The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a traditional IRA or another qualified plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Income Tax Withholding

Mandatory Withholding. If any portion of your payment can be rolled over under Part I above and you do not elect to make a DIRECT ROLLOVER, the Plan is required by law to withhold 20% of that amount. This amount is sent to the IRS as income tax withholding. For example, if your eligible rollover distribution is $10,000, only $8,000 will be paid to you because the Plan must withhold $2,000 as income tax. However, when you prepare your income tax return for the year, you must report the full $10,000 as a 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.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. To elect out of withholding, ask the Plan administrator for the election form and related information.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to a traditional IRA or another qualified 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 another qualified 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 qualified 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% that was withheld. If you choose to rollover 100%, you must find other money within the 60-day period to contribute to the traditional IRA or the qualified employer plan to replace the 20% that was withheld. On the other hand, if you roll over only the 80% that you received, you will be taxed on the 20% that was withheld.

Example: The portion of your payment that can be rolled over under Part I above is $10,000, and you choose to have it paid to you. You will receive $8,000, and $2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the $8,000, you may roll over the entire $10,000 to a traditional IRA or qualified employer plan, to replace the 20% that was withheld. 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 qualified employer plan. If you roll over the entire $10,000, when you file your income tax return you may get a refund 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), or (4) dividends paid with respect to stock by an employee stock ownership plan (ESOP) as described in Code section 404(k), (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order, or (7) payments that do not exceed the amount of your deductible medical expenses. See IRS Form 5329 for more information on the additional 10% tax.

Special Tax Treatment If You Were Born Before January 1, 1936. If you receive a payment that can be rolled over under Part I and you do not roll it over to a traditional IRA or other qualified employer plan that will accept it, 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 have separated from service with your employer (or, in the case of a self-employed individual, because 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. The special tax treatment for lump sum distributions 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 Were Born Before January 1, 1936. If you receive a lump sum distribution and you were born before January 1, 1936, and if you were a participant in the Plan before 1974, you may elect to have the part of your payment that is attributable to your pre-1974 participation in the Plan (if any) 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 life-time, and the election applies to all lump sum distributions that you receive in that same year. If you have previously rolled over a distribution from the Plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from the Plan. If you roll over your payment to a traditional IRA, you will not be able to use special tax treatment for later payments from the traditional IRA. Also, if you roll over only a portion of your payment to a traditional IRA, this special tax treatment is not available for the rest of the payment. Additional restrictions are described in IRS Form 4972, which has more 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 (or would qualify except that you do not yet have five years of participation in the Plan), or (2) the employer stock included in the payment must be attributable to "after-tax" employee contributions, if any. Under this special rule, you may have the option of not paying tax on the "net unrealized appreciation" of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by the Plan. For example, if employer stock was contributed to your Plan account when the stock was worth $1,000 but the stock was worth $1,200 when you received it, you would not have to pay tax on the $200 increase in value until you later sold the stock.

You may instead elect not to have the special rule apply to the net unrealized appreciation. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock. The stock (including any net unrealized appreciation) can be rolled over to a traditional IRA or another qualified employer plan either in a direct rollover or a rollover that you make yourself.

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 amount paid to you (including the employer stock but excluding the net unrealized appreciation). However, the amount withheld will be limited to the cash or property (excluding employer stock) paid to you. If you receive employer stock in a payment that qualifies as a lump sum distribution, the special tax treatment for lump sum distributions described above (such as 10-year averaging) also may apply. See IRS Form 4972 for additional information on these rules.

Repayment of Plan Loans. If you end your employment and 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 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 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 loan repayment. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities).

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. Some of the rules summarized above also apply to a deceased employee's beneficiary who is not a spouse. However, there are some exceptions for payments to surviving spouses, alternate payees, and other beneficiaries that should be mentioned.

If you are a surviving spouse, 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 paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to a traditional IRA but you cannot roll it over to a qualified employer plan. If you are an alternate payee, you have the same choices as the employee. Thus, you can have the payment paid as a direct rollover or paid to you. If you have it paid to you, you can keep it or roll it over yourself to a traditional IRA or to another qualified employer plan that accepts rollovers. If you are a beneficiary other than the surviving spouse, 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 section 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 section 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 five 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 the Plan. Also, you can find more specific information on the tax treatment of payments from qualified retirement 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.