



Distribution/Direct Rollover Request

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.

International Union of Operating Engineers Local No. 132 Annuity and Savings Fund

457847-01

Participant Information

Last Name		First Name		MI	Social Security Number		
Address - Number & Street					Account Extension (if applicable)		
City		State	Zip Code		E-Mail Address		
()		Daytime Phone		Has this account already been transferred to the spousal Claimant? <input type="checkbox"/> Yes <input type="checkbox"/> No			
				Mo		Day	Year
				<input type="checkbox"/> Married		<input type="checkbox"/> Unmarried	
				Date of Birth			
Please Select One:							
				<input type="checkbox"/> U.S. Citizen		<input type="checkbox"/> U.S. Resident Alien	
				<input type="checkbox"/> Non-Resident Alien			
				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: _____ Disability - Date: _____ In-Service
- Required Minimum Distribution (Age 70 1/2)
- Have you severed employment from the employer providing this Plan?
 - Yes - Date: _____ No
 - If No (still employed), do you own more than 5% of the employer/company sponsoring this Plan?
 - Yes No

Distribution Method

Effective Date _____

- Full Distribution/Rollover
- Partial Distribution/Rollover
 - Amount \$ _____ Net Amount 1st Contribution Source _____
 - Amount \$ _____ Net Amount 2nd Contribution Source _____
- Periodic Payment - Also complete Periodic Payment Options below.

Payment Options

- Payment to Self
- Combination - Partial Distribution to Me and Partial Rollover
 - Payment to Self \$ _____ Net Amount
 - Direct Rollover \$ _____ (Also complete Direct Rollover information below)
- Periodic Payment Options
 - Check this box if you are making a change to an existing payment.
 - Payment Start Date _____ Frequency: Monthly Quarterly Semi-Annually Annually
 - Payment of an Amount Certain \$ _____ (Gross Amount Only)
 - Payment for a Period Certain (Years) _____



Distribution/Direct Rollover Request

Last Name	First Name	MI	Social Security Number
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Distribution Delivery

- Check** Alternate Mailing Address - _____
- Express Delivery** - \$25.00 non-refundable charge - 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. Any requests received referencing a foreign financial institution or referencing a United States financial institution with a further credit to an account associated with a foreign financial institution will be rejected.
- 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 Number
Financial Institution Mailing Address	City	State/Zip Code

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

Federal Income Tax - We will withhold all required federal income tax withholding based on your distribution type.

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

- Do NOT withhold federal income tax from my required minimum distribution (age 70 1/2).

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 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: If you do not make an election above, state income tax will not be withheld unless you reside in a state that mandates state income tax withholding.

Distribution/Direct Rollover Request

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

Required Signature(s) 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 401(a) Distribution/Direct Rollover Request form, 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. By requesting my distribution via ACH deposit, I certify, represent and warrant that the account requested for an ACH deposit is established at a financial institution or a branch of a financial institution located within the United States and there are no standing orders to forward any portion of ACH deposit to an account that exists at a financial institution or a branch of a financial institution in another country. I understand that it is my obligation to request a stop to this ACH deposit request if an order to transfer any portion of payments to a financial institution or a branch of a financial institution outside the United States will be implemented in the future. Service Center reserves the right to reject the ACH request and deliver any payment via check in lieu of direct deposit. 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 a distribution fee may be deducted from my account prior to processing this request. 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 direct rollover 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 Center 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.

I understand that for at least 30 days after my receipt of the 402(f) Notice of Special Tax Rules on Distributions, I have the right to consider whether to consent to a distribution of the vested account balance or elect a direct rollover of any vested portion of the eligible rollover distribution. By signing this form less than 30 days after I received the 402(f) Notice of Special Tax Rules on Distributions, I affirmatively waive any unexpired portion of the 30 day period and affirmatively elect a distribution from the account pursuant to this Distribution/Direct Rollover Request form.

Participant Signature

Date (Required)

Distribution/Direct Rollover Request

Last Name	First Name	MI	Social Security Number
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This request is in compliance with the terms of the Plan and I have provided the participant with a written explanation of the tax rules and any other Internal Revenue Service, Department of Labor or other notice requirements to the participant that apply to this request and the appropriate consent and waivers have been obtained by the Plan Administrator and Service Center is authorized to rely on the information provided on this request.

I certify that the recordkeeping system has the accurate termination date and vesting percentage, if applicable, and participant address. Please process the request using this information.

OR

I certify that the participant's accurate vested percentage in the money sources listed below is as follows:

ERB 1 - EMPLOYER PROFIT SHARING - TRANSFERRED ASSETS	100 %
ERB 2 - EMPLOYER PROFIT SHARING PYE 2009	100 %
ERB 3 - EMPLOYER PROFIT SHARING PYE 2010	100 %
ERB 4 - EMPLOYER PROFIT SHARING PYE 2011	100 %
ERB 5 - EMPLOYER PROFIT SHARING PYE 2012	100 %

Please use this when processing the distribution.

Note: Please be advised that balances may not exist in all money sources listed above. Additionally, all money sources may not be available for all distribution reasons.

Authorized Plan Administrator Signature

Date

Participant forward to Plan Administrator
Plan Administrator forward to Service Center at:
Retirement Service Center
PO Box 173764
Denver, CO 80217-3764
Express Address:
8515 E. Orchard Road, Greenwood Village, CO 80111
Phone#: 1-877-715-4015
Fax#: 1-866-745-5766
Web site: frps.retirementpartner.com

PARTICIPANT DISTRIBUTION GUIDE

401(a) 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 transfer it over to another Plan that accepts such transfers 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(a) 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 Retirement Service Center, ("Service Center"). You can also call the Voice Response System 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 Center representative will not provide tax or legal advice. Additionally, neither this Guide nor the Distribution Form represents tax or legal advice.

Please note that Service Center cannot release your funds until your employer confirms that you are entitled to take a distribution from the Plan.

Service Center 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 Center 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.treasury.gov/about/organizational-structure/offices/Pages/Office-of-Foreign-Assets-Control.aspx>.

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
- Spousal Consent (if applicable)
- Required Signature(s) and Date

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 Center 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.

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.

Daytime Phone - This information will allow Service Center 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 Center will return this form.

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

Transfer to Spousal Claimant - If the Claimant is the participant's spouse, indicate whether the account has already been transferred to the Claimant.

Married, Unmarried - Select your appropriate current marital status.

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

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.

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 Center 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 your local representative.

In-Service Distribution - Contact your Plan Administrator to determine whether this distribution reason is allowed by your Plan.

Required 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 required minimum distribution as your distribution reason, you must also select partial distribution as your distribution method. Indicate whether you have severed employment from the employer providing this Plan. If so, please enter severance of employment date on the line provided. If not, indicate if you own more than 5% of the employer/company sponsoring this Plan. 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 Center receives a properly completed Distribution Form.

Full Distribution/Rollover - Check this box if you want a full distribution/rollover of your account. The full vested value of each investment option will be distributed based on the instructions on the Distribution Form. Service Center will liquidate the funds from all investment options in which you have a balance.

Partial Distribution/Rollover - Check this box if you want a partial distribution/rollover. Indicate the amount of the partial distribution on the line provided. If you have selected in-service or 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 available 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.

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 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 direct rollover.

Periodic Payment - Check both the Periodic Payment Distribution Method and Periodic Payment Options to choose this option. You must also select a payment start date. 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.

You may specify money sources and/or investment options in percents only and your request must total 100%. If you do not specify money sources and/or investment options, your payment will be prorated across all money sources and/or investment options. In addition, 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.

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.

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.

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(a), 403(b) or Governmental 457(b) Plan, a Traditional IRA or to a Roth IRA. An eligible rollover distribution 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 1099-R. 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.

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. In the event of an inconsistency between information contained on the Distribution Form and any other information you provide with the Distribution Form, the information on the Distribution Form will be used. Once Service Center 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 - Express delivery is not available for periodic payments. The amount of your distributable check will be reduced by \$25.00 for this service. 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 payment to be electronically deposited into your United States 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. 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 Center 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 Center will make payments in accordance with the directions you have specified on the Distribution Form until such time that you notify Service Center 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 Center 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 Center.

It is your obligation to notify Service Center 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 Center is not liable for payments made by Service Center 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 Center on your behalf, or on behalf of your estate or any current or future joint account holder, if applicable.

ACH delivery is not available to a foreign financial institution or to a United States financial institution for subsequent transfer to a foreign financial institution. Any requests received containing foreign financial institution instructions will be rejected and require new ACH or Check delivery instructions.

Additional Instructions for Periodic Payments

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

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 Center in writing of any changes to your mailing address.

Federal and State Income Tax Withholding

Federal Income Tax Withholding

Distribution withholding will vary depending on the type of distribution you are requesting under the Distribution Reason section of the Distribution Form. 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.

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 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 Withholding

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.

Income Tax Withholding Applicable to Payments Delivered Outside the U.S.

If you are a U.S. citizen or a U.S. resident alien and your payment is to be delivered outside the U.S. or its possessions, you may not elect out of federal income tax withholding.

If you are a non-resident alien, you must attach IRS Form W-8BEN with an original signature. In general, the withholding rate applicable to your payment is 30% unless a reduced rate applies because your country of residence has entered into a tax treaty with the U.S. and the treaty provides for a reduced withholding rate or an exemption from withholding. In order to claim a treaty rate, you must complete appropriate fields and provide a U.S. Taxpayer Identification Number on Form W-8BEN. To obtain the IRS Form W-8BEN, call 1-800-TAX-FORM.

Contact your tax professional for more information.

Spousal Consent (if applicable)

If your marital status on the front of the Distribution Form is married and your Plan is subject to the spousal consent requirements of ERISA (for vested account balances that exceed \$5,000.00) or otherwise requires spousal consent, you must have your spouse sign the Distribution Form. Your spouse's signature must be notarized or witnessed by your Plan Administrator. Your spouse's consent must be obtained no more than

180 days prior to your distribution effective date. Spousal consent waives your spouse's right to receive a survivor annuity which would be payable to him or her upon your death.

Required Signature(s) and Date

You must sign and date your Distribution Form. Read the disclosure on the Distribution Form in this section before signing. Once you sign the 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.

Your Plan Administrator's signature and completed vesting information are also required. Your distribution request will not be processed without your Plan Administrator's signature.

Submitting the Distribution Form

Once you have completed the Distribution Form, forward it to the address indicated on the last page of the Distribution Form in the Required Signature(s) and Date section.

Postponement of Distribution

Generally, if your vested benefit exceeds \$1,000, you have the right to defer distribution of your vested account balance from the Plan. 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

Federal, state, and local tax laws may be revised, and new Plan provisions may be adopted by your Plan.

Access to the Voice Response System 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.

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from the International Union of Operating Engineers Local No. 132 Annuity and Savings Fund (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.

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