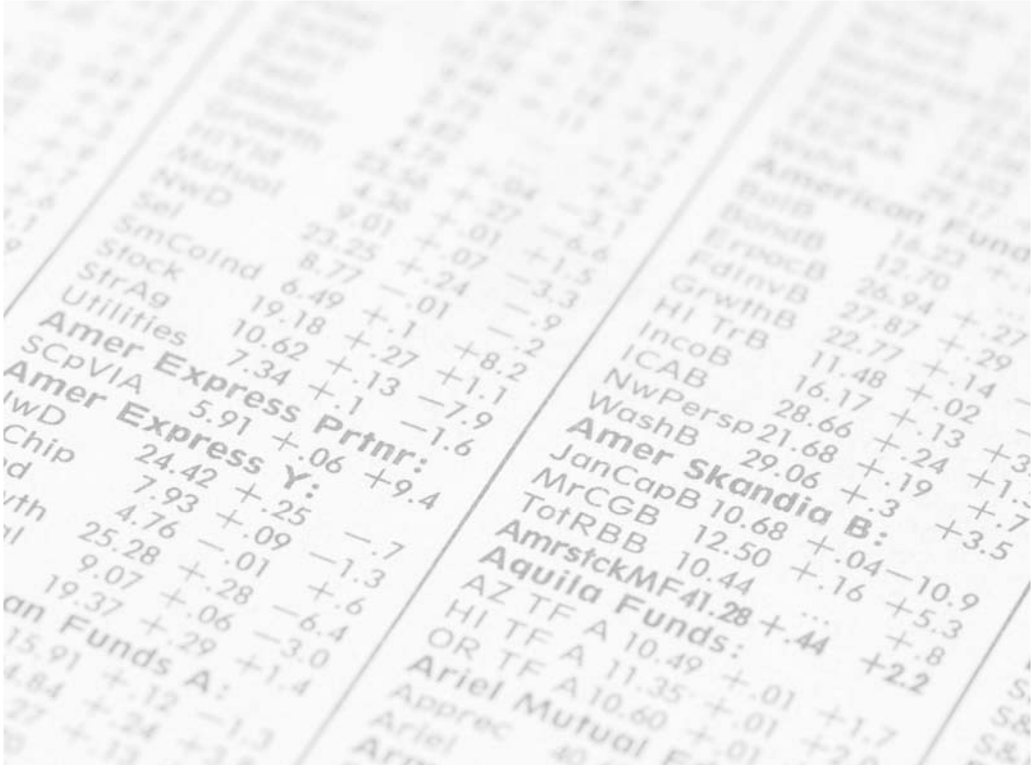
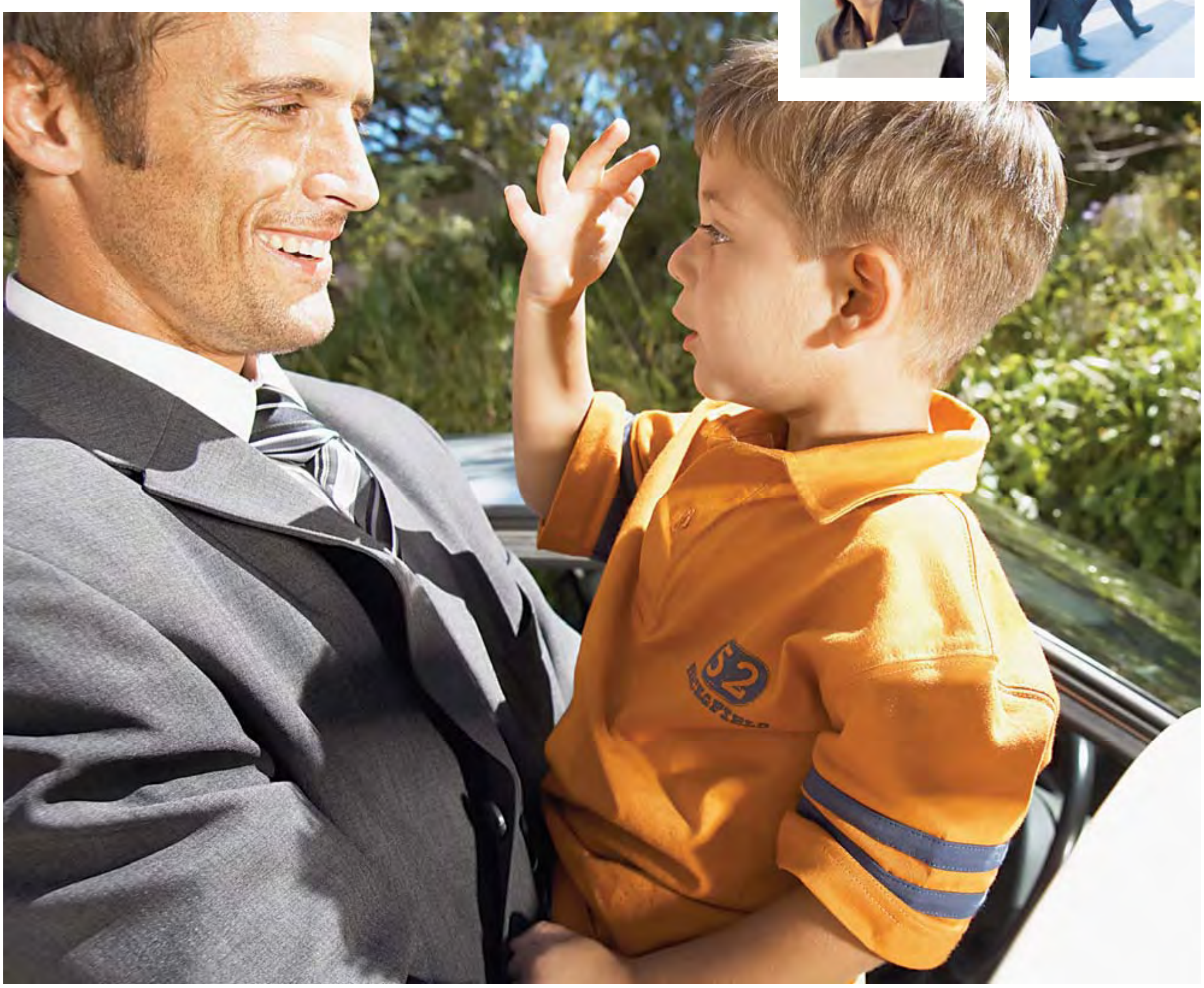


PARTICIPANT SERVICES

protect your most valuable investments



Planting the seeds for

a secure future.

EASY ENROLLMENT IN LESS THAN 5 MINUTES YOU CAN COMPLETE YOUR ENROLLMENT "EKIT" AND START SAVING FOR YOUR FUTURE.

HASSLE FREE ONLINE ACCOUNT ADMINISTRATION EASY TO USE, PRIVATE, SECURE WEBSITE ALLOWS YOU TO ADMINISTER YOUR ACCOUNT EFFORTLESSLY.

EMPLOYEE RETIREMENT EDUCATION WE PROVIDE ACCESS TO USEFUL DATA THAT CAN HELP YOU MANAGE YOUR WEALTH AND ACHIEVE YOUR FINANCIAL GOALS.

TECHNOLOGY 401KDIRECT SERVICES ARE TECHNOLOGICALLY DRIVEN, WHICH MAKES YOUR LIFE EASIER AND HELPS YOU REACH YOUR RETIREMENT GOALS MORE EFFICIENTLY.

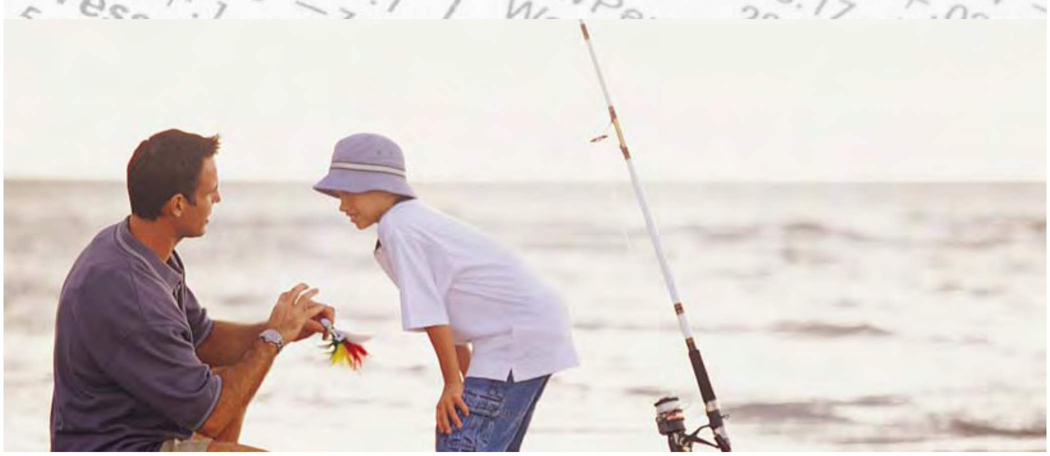
Welcome to your 401kDIRECT Retirement Plan. For over 25 years, we have helped employees in reaching their retirement and financial goals and we look forward to the opportunity to assist you in doing the same. 401kDIRECT provides many outstanding services to make reaching your goals easier.

Independence and Minimal Fees

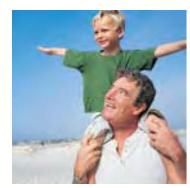
By providing independent recordkeeping and administrative services, we work with your Employer, the Plan's Custodian/Trustee, your Investment Professional and other Plan providers to give you the best services at the lowest cost. Moreover, **our independence and separation of duties protects employees** from investment product biases, excessive costs, mediocre services, self-serving relationships and other issues that have plagued the industry as reported in the news recently.

Technology

401kDIRECT (http://401k-direct.com/) services are technologically driven, which makes your life easier. The **participant website, education and research tools, online resources, print-on-demand statements, etc. can help you reach your retirement goals more efficiently.** This superior technology allows for faster turn-around of statements, reports, contribution, loan and distribution processing, and other **daily monitoring and management of your Plan.**



your partner for success



TRAINED SPECIALISTS When you need help, talk to a specialist who has experience in retirement plans. Unlike many other companies, we do not push any investment products and therefore we can provide you unbiased help and assistance. Contact the 401kDIRECT participant support 24x7x365 via email processing1@proinc401k.com or 800-571-5104 ext. 3.

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

“our independence and separation of duties protects employees”

Quick and Easy Enrollment

Enroll quickly and easily by completing this **EnrollmentKIT (EKIT)**. In less than 5 minutes, you can complete the forms and your Employer and 401kDIRECT will take care of the rest. If you are uncertain of which investment funds to select that will help you realize your future retirement needs, your Plan has designated **Qualified Default Investment Alternative (QDIA)** funds that will fit your profile based on certain criteria, including your **present age, number of years until retirement and risk tolerance.**

Account Administration

You have access to your own account via a secure, encrypted participant Internet website (**https://www.proinc401k.net/**). This site is your **personal dashboard** to control your own retirement account. Through your secure access you can:

- **Actively monitor and mange your account, including online profile updates to your address, phone number and email address**
- **Establish your investment fund allocation (future contributions)**
- **Re-allocate (change or re-align) your existing account balance**
- **Generate statements that recap the activity posted to your account**
- **Review contribution, income and withdrawal transactions**
- **Review an existing loan or model a new loan (if applicable)**
- **Download and print participant notices, plan highlights and common plan forms, including withdrawal requests**

Employee Retirement Education Center

You have secure web access to easy-to-use tools and resources that will help you learn more about **retirement planning**. These tools can help you:

- Project future retirement costs
- Anticipate how much you will need to save in order to finance your retirement needs
- Run “what if” scenarios
- Set retirement goals and initiate steps to prevent retirement income gaps
- Determine your net take home pay check based on your salary deferral objectives
- Maximize your employer’s match contribution, if applicable

Additionally, Morningstar and other research and analytical tools are available to help you learn more about your plan’s investment options. The **Retirement Education** center can be found at the Participant Help Desk: https://www.proinc401k.net/Help/partsitehelp.htm

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FREE RETIREMENT EDUCATION RESOURCES

We offer free use of our online training and education resources from your own private, secure, encrypted website with step-by-step and screen-by-screen instructions.

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

Accessing your retirement account.

Welcome to your 401kDIRECT Retirement Plan… Please use this **WelcomeKIT (WKIT)** to access your Participant website and quickly **review your Plan Account, setup your new Investment Allocation, perform Re-Allocation of your Accounts, and complete any Rollovers from your old Retirement Plans and IRA Accounts into this Plan.** You have access to your own account via a secure, encrypted participant Internet site (**https://www.proinc401k.net/**). This site is your **personal dashboard** to control your own retirement account.

Account Access via the Internet

Please use the secure/encrypted website to review and revise any items on your plan account as needed. The following options and more are available from your own private, secure, encrypted website with **step-by-step and screen-by-screen HelpDesk instructions and guidance** (https://www.proinc401k.net/Help/partsitehelp.htm).

OVERVIEW

Account Inquiry	Account Management	Retirement Planning
View Current Balance	Make Investment Changes	Review Plan & Fund Info
View your last Statement	Loan Data (if applicable)	Utilize Financial Calculators
View Transaction History	PIN Changes	Contact 401kDIRECT

Accessing your Participant Account:

1. **Point your Internet browser to https://www.proinc401k.net/**
2. **The PARTICIPANT LOGIN screen will appear and will request UserID/Social Security Number/Participant ID and Password/PIN Number.**
3. **Enter in UserID/SS#/Participant ID and Password/PIN Number. Initially the Password/PIN will be the last four digits of your social security number. Once you become active on the system, we advise you to create a unique 4-digit numerical Password/PIN for your protection.**

Note: When logging in for the first time, you will be required to accept the terms and conditions of the system by clicking on the appropriate box.

Please contact 401kDIRECT with any questions or if you need any additional help.

RETIREMENT RESOURCES We offer free use of our online training and education resources from your own private, secure, encrypted web site with step-by-step and screen-by-screen instructions.

PARTICIPANT HELP DESK: https://www.proinc401k.net/Help/partsitehelp.htm

TRAINED SPECIALISTS When you need help, talk to a specialist who has experience in retirement plans. Contact the 401kDIRECT participant support 24x7x365 via email processing1@proinc401k.com or 800-571-5104 ext. 3.

401kDIRECT PARTICIPANT SUPPORT

800-571-5104 ext. 3

email: processing1@proinc401k.com

www.401k-direct.com

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

Investment review

and research

As a retirement plan participant, you should review and research you Plan's Investment Options periodically. Then you should allocate and re-allocate/re-align your account based on **fund research, prudence, rules of diversification, asset allocation, risk, investment performance, etc. along with guidance from your Plan's Investment Professional.** Your Plan has numerous Investment Options and you can choose among any/all of them.

Please review and set your allocation direction of future investment contributions and contact your Plan's Investment Professional if you need additional help. For assistance with allocating or re-allocation investments please review the previous pages.

Steps to review the investment options in your plan:

1. **Login to your account at https://www.proinc401k.net/**
2. **Click on ACCOUNT INQUIRY > FUND PERFORMANCE**
3. **Click on the various Fund Description links to connect to Morningstar**

For help with fund review and selecting investments, please contact your Plan's Investment Professional.

RETIREMENT RESOURCES **We offer free use of our online training and education resources from your own private, secure, encrypted website site with step-by-step and screen-by-screen instructions.**

Please contact 401kDIRECT with any questions or if you need any additional help.

PARTICIPANT HELP DESK: https://www.proinc401k.net/Help/partsitehelp.htm

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Employee Retirement Education Center

You have secure website access to easy-to-use tools and resources that will help you learn more about **retirement planning**. These tools can help you:

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- Anticipate how much you will need to save in order to finance your retirement needs
- Run "what if" scenarios
- Set retirement goals and initiate steps to prevent retirement income gaps
- Determine your net take home pay check based on your salary deferral objectives
- Maximize your employer's match contribution, if applicable

Additionally, Morningstar and other research and analytical tools are available to help you learn more about your plan's investment options. The **Retirement Education** center can be found at the Participant Help Desk: https://www.proinc401k.net/Help/partsitehelp.htm

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401kDIRECT PARTICIPANT SUPPORT

800-571-5104 ext. 3

email: processing1@proinc401k.com

www.401k-direct.com

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

Allocating your future contributions

Allocation and re-allocation of funds are separate and distinct items. **In the 401kDIRECT system these terms have the following meanings:**

- **ALLOCATION** - **direction of future contributions**
- **RE-ALLOCATION** - **direction to transfer or realign existing account balances**

As a retirement plan participant, you should allocate and re-allocate/re-align your account periodically based on **fund research, prudence, rules of diversification, asset allocation, risk, investment performance, etc. along with guidance from your Plan's Investment Professional.** Your Plan has numerous Investment Options and you can choose among all of them.

Please review and set your allocation direction of future investment contributions and contact your Plan's Investment Professional if you need additional help.

Steps to change future investment direction (ALLOCATION): The allocation screen is used to establish or change a participant's allocation percentage / investment direction for future contributions and loan repayments. **For help with fund review and selecting investments, please contact your Plan's Investment Professional.**

1. **Login to your account at https://www.proinc401k.net/**
2. **Click on ACCOUNT MANAGEMENT**
3. **Click on FUTURE SAVINGS**
4. **Click on INVESTMENT DIRECTION**
5. **Review and follow the instructions at the bottom of the screen.**
6. **Enter the NEW Election Percentages**
7. **Click on SUBMIT**
8. **Next, you must click on "CLICK HERE TO SAVE NEW ELECTION PERCENTAGE"**

You will then get a confirmation message with the date and time of change.

If you do not get the confirmation message, please review the instructions and repeat the steps and/or contact 401kDIRECT 800-571-5104 ext.3 or email us at processing1@proinc401k.com.

This is to change new/future investment direction. This DOES NOT change your existing balances (if any). Any allocation changes will only cause all new/future contributions to be invested based on your new allocation choices. You will need to complete a separate Re-Allocation transaction to change your existing account balances.

Please contact 401kDIRECT with any questions or if you need any additional help.

RETIREMENT RESOURCES **We offer free use of our online training and education resources from your own private, secure, encrypted website with step-by-step and screen-by-screen instructions.**

PARTICIPANT HELP DESK: https://www.proinc401k.net/Help/partsitehelp.htm

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401kDIRECT PARTICIPANT SUPPORT

800-571-5104 ext. 3

email: processing1@proinc401k.com

www.401k-direct.com

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

Re-allocating existing account balances

Steps to change/transfer existing account balances (FUND REALLOCATION):

The system will generate the necessary transfer transactions to make the account look like the re-allocation election after the transfers have posted. **For help with fund review and selecting investments, please contact your Plan's Investment Professional.**

1. **Login to your account at https://www.proinc401k.net/**
2. **Click on ACCOUNT MANAGEMENT**
3. **Click on TRANSFER EXISTING SAVINGS**
4. **Click on FUND REALLOCATION**
5. **Please follow the instructions at the bottom of the page.**
6. **Complete the steps to get a confirmation message.**

If you do not get the confirmation message, please review the instructions and repeat the steps and/or contact 401kDIRECT 800-571-5104 ext.3 or email us at processing1@proinc401k.com.

This is to change or transfer existing or current account balances. This DOES NOT make changes to your new/future investment direction. You will need to complete a separate Allocation transaction to change or set your new/future contributions.

Please contact 401kDIRECT with any questions or if you need any additional help.

RETIREMENT RESOURCES **We offer free use of our online training and education resources from your own private, secure, encrypted website with step-by-step and screen-by-screen instructions.**

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◊ Run "what if" scenarios
◊ Set retirement goals and initiate steps to prevent retirement income gaps
◊ Determine your net take home pay check based on your salary deferral objectives
◊ Maximize your employer's match contribution, if applicable

Additionally, Morningstar and other research and analytical tools are available to help you learn more about your plan's investment options. The **Retirement Education** center can be found at the Participant Help Desk: https://www.proinc401k.net/Help/partsitehelp.htm

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401kDIRECT PARTICIPANT SUPPORT

800-571-5104 ext. 3

email: processing1@proinc401k.com

www.401k-direct.com

PARTICIPANT HELP DESK:

https://www.proinc401k.net/Help/partsitehelp.htm

SAMPLE CO 401K PLAN HIGHLIGHTS

Eligibility: The following employees are excluded from the Plan:

- Employees covered by a collective bargaining agreement
- Leased employees
- Non-resident aliens

You must meet the following criteria to be eligible to participate in the Plan:

- You must attain age 21
- You must complete one (1) Year of service

Please see the Summary Plan Description for any eligibility requirements for Profit Sharing contributions.

Enrollment Periods: On the date you meet the eligibility criteria specified above.

Contributions: You may elect to defer up to one hundred percent (100%) of your Compensation on a pre-tax basis. You may also elect to make special 'Roth' contributions to the Plan on an after-tax basis. You may elect to change your elections to contribute to the Plan on the dates established pursuant to Plan Administrator procedures. Federal law also limits the amount you may elect to defer under the Plan ($16,500 in 2009). However, if you are age 50 or over, you may defer an additional amount up to $5,500 (in 2009).

Profit Sharing Contributions: The Company may, in its sole discretion, make a Profit Sharing Contribution on your behalf in an amount determined by the Company. Such contribution, if made, will be allocated in the ratio that each Participant's Compensation bears to the Compensation of all eligible Participants. You must complete at least 1,000 Hours of Service during the Plan Year and be employed by the Company on the last day of the Plan Year in order to receive a Profit Sharing Contribution.

Rollovers: The Plan may accept a rollover contribution made on behalf of any employee who is eligible to participate in the plan.

Vesting: When you terminate employment you will generally be entitled to the vested portion of each of your accounts.

You will be 100% vested in the amounts you contribute to the plan, including any rollover contributions.

You will have a fully vested interest in your Profit Sharing Contribution Account.

SAMPLE **CO 401K PLAN HIGHLIGHTS**

Investing Plan Contributions: You may direct the investment of all of your Accounts in one or more of the available Investment Funds. Your elections will be subject to such rules and limitations as the Plan Administrator may prescribe. The Plan Administrator may restrict investment transfers to the extent required to comply with applicable law.

You may change the investment direction of your Account(s) as of each business day, subject to applicable laws regarding market timing and/or requirements of the funding source.

The Plan is intended to constitute a plan described in section 404(c) of ERISA. This means that Plan fiduciaries may be relieved of liability for any of your losses that are the result of your investment elections.

Distributions: You may receive a distribution from your account under the following circumstances:

Termination of employment
Retirement Age (even if you are still working)
Hardship
After age 59-1/2
From the Rollover Contribution Account at any time
Death
Disability

Loans: The minimum loan amount is $1,000 and the maximum number of loans outstanding is 1.

Contact Information: Plan Administrator:

SAMPLE CO
306 E Alton Ave,
Santa Ana, California 92707-4419
714-557-7212

Financial Advisor: Your Professional
(555) 555-5555

Note: These plan highlights are intended to be a very concise overview of plan features. For a detailed description of plan features, please review the Summary Plan Description or contact the Plan Administrator for more information. The plan features described in these plan highlights are subject to change and in the event of a discrepancy between the legal plan document and these highlights (or any other summary of plan features), the plan document shall control.

SAMPLE CO 401K PLAN

DEFAULT INVESTMENT NOTICE

The following information is intended to give you notice of certain provisions of the Sample Co 401k Plan that will apply for the plan year beginning January 1, 2009. Gold Coast Glass & Mirror, Inc. is offering default investments if you do not return an investment election form.

The purpose or this notice is to inform you how your account will be invested if you do not return an investment election form.

The Plan lets you invest your account in a number of different investment funds. Unless you choose a different investment fund or funds, your Plan account will be invested as follows:

Presidium Fund

You can change how your Plan account is invested, among the Plan's offered investment funds, by turning in a new Investment Election Form to the Plan Administrator at the address listed at the end of this notice.

There are no restrictions, fees, or expenses that apply when participants or beneficiaries transfer assets from the QDIA to other investment funds

To learn more about the Plan's investment funds and procedures for changing how your Plan account is invested please refer to Summary Plan Description. Also, you can contact the Plan Administrator using the contact information at the end of this notice.

If you have any questions about how the Plan works or your rights and obligations under the Plan, or if you would like a copy of the Plan's SPD or other Plan documents, please contact the Plan Administrator at:

Your H.R. Dept
. Sample Co.
123 E Alton Ave
Santa Ana, California 92707-4419
555-555-7212

ROLLOVER INSTRUCTIONS TO TRANSFER YOUR OLD IRA, OLD 401K, AND OTHER RETIREMENT PLANS INTO THIS 401K PLAN. YOUR 401K PLAN MUST BE ESTABLISHED WITH PRO BEFORE YOU CAN REQUEST A ROLLOVER FROM YOUR OLD ACCOUNTS.

ROLLOVER CHECK DEPOSITS

Make checks payable to:	**MG Trust Company** **FBO PARTICIPANT NAME [INSERT]**
Reference on check memo line:	**TPA 000252, SAMPLE 401k**
Mail to (Regular mail):	**MG Trust Company** **Attn: TPA 000252** **P.O. Box 46546, Denver, CO 80201**
Overnight/Special Delivery:	MG Trust Company Attn: TPA 000252 700 17th Street, Suite 100, Denver, CO 80202

WIRES TO MG TRUST FOR ROLLOVERS

Bank Name:	**United Western Bank** **700 17th Street, Denver, CO 80202**
Routing / ABA #:	**102089534**
Beneficiary Account Number:	**2700000017**
Account Name:	**MG Trust Co., LLC**
Beneficiary Name:	**TPA 000252, SAMPLE 401k** **FBO PARTICIPANT NAME [INSERT]**

SAMPLE CO 401K PLAN & TRUST- Enrollment Forms

Complete this form to enroll in your company's retirement plan. You must complete this form in its entirety regardless of 401(k) participation. PLEASE PRINT ALL INFORMATION IN CAPS.

1. EMPLOYEE INFORMATION (PLEASE PRINT ALL INFORMATION IN CAPS)			
NAME (PRINT)	**FIRST** **MI** **LAST**		
	Social Sec. Number (123-45-6789)		
Address: ALL INFO. (Street, City , State, Zip) (PLEASE PRINT IN CAPS)	**STREET:** ____________________ **CITY**__________**,STATE**__________**ZIP**________ **Phone#**__________ **Email:**__________		
Date of Birth (01/01/1960)	**Date of Hire (01/01/1990)**	**Date of Rehire (01/01/1995)**	**Date of Term. (01/01/2000)**
☐ **Rehired Employee**			

2. ENROLLMENT ELECTION- Please review your Plan's Summary Plan Description (SPD) for specific Plan Eligibility & Plan Entry Requirements.

☐ I hereby elect to save on a pre-tax basis and authorize the Company to withhold the following percentage from each future payroll period compensation. **Maximum 100%,** subject to the Internal Revenue Code Section 402(g) limit in effect for the year **($16,500 in 2009 Indexed)** & subject to Code Sections 404 & 415 limits, and Payroll Taxes.

____________**%** **<u>401k PRE-TAX</u>** (Limited to the **2009 INDEXED calendar year IRC 402(g) limitation of $16,500 or $22,000 for participants age 50+ under the Catch-Up plan provisions)**

ROTH 401k (After-Tax) – (**Please designate ROTH %)**
________________**% 401k <u>ROTH AFTER-TAX</u>.**
BEFORE selecting the ROTH (After-Tax) option, please verify/confirm that ROTH After-Tax 401k provision is available in your Plan.

☐ I hereby elect not to save in the Plan. If you have a current account balance or will receive any Employer Contribution in the Future, you must complete Section 3. (If not, please skip Section 3)

4. **SIGNATURE**

Employee Signature: ______________________________ **Date:** ____________

401kDIRECT PRO
Phone 312-912-9440 ~ Fax 312- 624-7998 ~ Email: processing1@proinc401k.com
Internet: www.proinc401k.net

NAME OF PARTICIPANT: ____(PRINT)

PARTICIPANT'S SOCIAL SECURITY NUMBER: ____

SAMPLE CO 401K PLAN & TRUST

3. INVESTMENT ELECTION: Please complete your initial ALLOCATIONS on this Form. Then, review your account via internet at www.proinc401k.net to complete your future investment REALLOCATIONS and to review your Plan's investment performance. Please invest my contributions in whole percentages as follows (THE TOTALS MUST ADD TO 100%):

FUND #	FUND CATEGORY	FUND FAMILY	FUND NAME	SYMBOL	ELECTION % (e.g. 10)
0	QUALIFIED DEFAULT INVESTMENT ALTERNATIVE	PRESIDIUM- DFA	PRESIDIUM-DFA MULTI-DIMENSIONAL PROTECT	MDX22	
1	MONEY MARKET	VANGUARD	VANGUARD MONEY MARKET FUND	VMMXX	
2	LARGE CAP GROWTH	AMERICAN	GROWTH FUND OF AMERICA R3	RGACX	
3	INTERMEDIATE TERM INVESTMENT GRADE	AMERICAN	BOND FUND OF AMERICA R3	RBFCX	
4	MID CAP GROWTH	AMERICAN	AMERICAN SMALLCAP WORLD FUND R3	RSLCX	
5	LARGE CAP CORE	AMERICAN	EUROPACIFIC GROWTH FUND R3	RERCX	
6	LARGE CAP CORE	AMERICAN	AMER FUNDAMENTAL INVESTORS R3	RFNCX	
7	LARGE CAP VALUE	AMERICAN CENTURY	AMER CENTURY LARGE CO VAL FUND R	ALVRX	
8	LARGE CAP CORE	EATON VANCE	EATON VANCE LARGE CAP VALUE R	ERSTX	
9	INTERMEDIATE TERM INFLATION PROTECTION	FIDELITY ADVISOR	FIDELITY ADV INFLATION PROTECTED T	FIPTX	
10	SPECIALTY STOCK SECTOR SPECIFIC	FIRST AMERICAN	1ST AMER REAL EST SEC FUND CL R	FRSSX	
11	SMALL CAP CORE	OPPENHEIMER	OPPENHEIMER MAIN ST SMALL CAP N	OPMNX	
12	LARGE CAP GROWTH	OPPENHEIMER	OPPENHEIMER EQUITY FUND N	OEQNX	
13	LARGE CAP CORE	RUSSELL INVESTMENT COMPANY	EQUITY GROWTH STRATEGY CLASS R3	RELDX	
14	LARGE CAP CORE	RUSSELL INVESTMENT COMPANY	LIFEPOINTS CONSERV STRATGY CL R3	RCLDX	
15	LARGE CAP CORE	RUSSELL INVESTMENT COMPANY	MODERATE STRATEGY FUND CLASS R3	RMLDX	
16	LARGE CAP CORE	RUSSELL INVESTMENT COMPANY	LIFEPOINTS BAL STRATEGY CL R3	RBLDX	
17	LARGE CAP CORE	RUSSELL INVESTMENT COMPANY	GROWTH STRATEGY FUND CLASS R3	RALDX	
18	MID CAP CORE	VICTORY FUNDS	VICTORY SPECIAL VALUE FUND CL R	VSVGX	
					100%

ALLOCATIONS to your Future Investment Elections & **REALLOCATIONS** to your Existing Account Balance can be made by accessing your Plan web site at www.proinc401k.net or **please contact 401kDIRECT PRO** 312-373-9377 Email: processing1@proinc401k.com 401kDIRECT PRO, 2859 Central St., Suite# 129, Evanston, IL 60201.

4. SIGNATURE

Employee Signature: ________________________________ Date: ____________

BENEFICIARY DESIGNATION

SAMPLE CO 401K PLAN & TRUST

(PLEASE PRINT ALL ITEMS IN CAPS)

NAME OF PARTICIPANT: ____**(PRINT)**

PARTICIPANT'S SOCIAL SECURITY NUMBER: ____

I hereby revoke any prior Beneficiary Designation and select the following Beneficiary (Beneficiaries) for the payment of any benefits payable from my account in the Plan upon my death, all subject to the terms and conditions of the Plan Documents:

1. If I die before the balance in my account has been fully distributed to me, the name and share of my Beneficiary (Beneficiaries) to receive any benefits payable from the Trust upon my death, shall be as follows:

Primary Beneficiary (Beneficiaries): (PRINT NAME&SOC.SEC. #)	Mailing Address	Share (%)
______________________	______________________________	__________
______________________	______________________________	__________
______________________	______________________________	__________
Contingent Beneficiaries (If no Primary Beneficiary survives me): (PRINT)		
______________________	______________________________	__________
______________________	______________________________	__________
______________________	______________________________	__________
__________		

Surviving Beneficiaries within a class (Primary or Contingent) shall share equally in the share of a deceased Beneficiary, unless otherwise indicated as follows:

____

If all designated Beneficiaries are deceased and the Plan Documents do not provide the order in which benefits shall be paid; all remaining benefits shall be paid to my estate.

2 I certify that I am presently: ________Single _______Divorced _______Widowed ______Married;

Spouse's Name: ________________________________

(If married and beneficiary is **other** than spouse, Spousal Consent (below) must be completed)

I understand this election becomes null and void upon a change in my marital status and that any benefits will be paid in the order specified by the Plan Documents unless I subsequently file a properly executed Beneficiary Designation.

3. I reserve the right to change this Beneficiary Designation at any time by filing with the TRUSTEE a subsequent and properly executed form. I understand that my designations under this form are not effective until received by and filed with the TRUSTEE.

Dated _____________, 20___ ____

Participant's Signature

401kDIRECT PRO
Phone 312-912-9440 ~ Fax 312-624-7998 ~ Email: processing1@proinc401k.com
Internet: www.proinc401k.net

SAMPLE CO 401K PLAN & TRUST

SPOUSAL CONSENT

(Required if primary beneficiary is other than spouse)

I certify that I am the spouse of the participant named above. I further certify that I have read the above Beneficiary Designation executed by my spouse. I consent to the Beneficiary Designation of my spouse, fully understanding that if my spouse has designated someone other than myself to receive benefits under the Plan in the event of my spouse's death, the effect of signing this consent may be to eliminate or reduce any benefits to which I might otherwise be entitled as a surviving spouse under ERISA. I also intend that this consent serve as a disclaimer of any interest to which I may be entitled as a surviving spouse under Marital Property Law.

Dated: ____________________, 20___ ______________________________

Spouse's Signature

Witnessed by:

____

Plan Representative

OR

Subscribed and sworn to before me this ______ day of ______________, 20 ___.

____

Notary Public, State of _______________

My Commission expires ___________.

Notice to Married Participants Regarding (APPLICABLE TO MARITAL STATES ONLY)
Marital Property Law Effect on the Distribution
of Your Retirement Plan Benefits in the Event of Your Death

Marital Property Law provides a "deferred employment benefit" (including by definition a retirement plan benefit) which results from employment both before and after the law's effective date (generally January 1, 1986) is "mixed" property. In the event of your death, a formula is applied which multiplies the entire death benefit by a fraction, the numerator of which is the employment period after the law's effective date and the denominator is the total employment period with the concerned company, to identify the "marital" property component. The non-employee spouse is entitled to one-half of the marital property component (provided the non-employee spouse survives the employed spouse) with the remaining marital property being distributed pursuant to the employed spouse's beneficiary designation. The "individual" property component, corresponding to the period of employment before the law's effective date, is entirely subject to the employed spouse's beneficiary designation.

Participants who designate their spouse as the sole 100 percent primary beneficiary of their death benefits under this retirement plan will essentially be unaffected by Marital Property Law as their total death benefits will be distributed entirely to their surviving spouse.

Participants who designate someone other than their spouse, or designate another individual with their spouse, as their primary beneficiary should understand and consider the surviving spouse's one-half interest in the marital property component of the death benefits before completing this Beneficiary Designation form. As your employment after the law's effective date causes a larger portion of your entire benefits to be "marital" property, your spouse's interest also will be a greater percentage of your entire benefits. If you desire your spouse to receive a fixed percentage or amount of your total death benefits, you should consult your independent legal counsel for specific language or a spousal disclaimer which may accomplish such result. PRO is not in a position to furnish legal advice for reliance purposes, but is available to assist your legal counsel and you with this matter.