

----- (PLAN SPONSOR)
401(K) PLAN

INSTRUCTIONS FOR DESIGNATING OR CHANGING BENEFICIARY

These instructions will assist you in properly completing the DESIGNATION OF BENEFICIARY form.

1. To designate one person, insert the name and relationship in the spaces provided. If your beneficiary is not related to or married to you, show relationship as "Friend."
2. If you wish to name your estate, insert "Estate" in the blank space.
3. Show a member of a religious order in this manner:

Mary L. Jones, niece, known in religious life as Sister Mary Agnes.

4. It is inadvisable to name a beneficiary who is a permanent resident of a foreign country. If you name a person who is a permanent resident of a foreign country, you must furnish that person's full address, including country.
5. If you wish to designate a trust, insert the name of the trustee and trust in the blank space using language substantially as follows:

To X Bank as Trustee, or its successor Trustee, of the Bruce E. Roberts Trust dated the 26th day of May, 2000, including any amendments to the Trust.

6. More than one beneficiary -- here are the most common examples:

Three or more beneficiaries	James O. Smith, brother; Peter I. Smith, brother; and Martha N. Smith, sister
Unnamed children	My children living at my death
One contingent beneficiary	Lois P. Smith, wife, if living; otherwise, Herbert I. Smith, son
More than one contingent beneficiary	Lois P. Smith, wife, if living; otherwise, Herbert I. Smith, son; Alice B. Smith, daughter; and Ann Y. Smith, daughter
Unnamed children as contingent beneficiaries	Lois P. Smith, wife, if living; otherwise, my children living at my death

If one of the above examples fits your wishes, insert your designation in the blank space, using the language of the selected example. Contingent beneficiaries only receive benefits if all named primary beneficiaries predecease you. If a primary beneficiary survives you, but dies prior to receiving his or her share of the death benefit, that primary beneficiary's estate will receive the death benefit unless your DESIGNATION OF BENEFICIARY form provides otherwise.

7. If none of the above is suitable, explain in the blank space what is desired, or attach a note.

Note: If you name a trust as a beneficiary, you also must provide additional information to the Administrator. The Administrator will notify you as to what additional information is needed.

Note: Unless you provide otherwise in completing the DESIGNATION OF BENEFICIARY form, all sums payable to more than one beneficiary will be paid equally to all beneficiaries.

(PLAN SPONSOR)

401(K) PLAN

DESIGNATION OF BENEFICIARY

Participant Name: _____

Last 4 digits of Social Security Number: _____ Marital Status: () Married () Unmarried

1. Beneficiary designation

Pursuant to the provisions of the Plan permitting the designation of a beneficiary or beneficiaries by a participant, I hereby designate the following person or persons as primary and secondary beneficiaries of my vested Account Balance under the Plan payable by reason of my death:

Primary Beneficiary(ies) [include address and relationship]:*		
Name	Address	Relationship
_____	_____	_____
_____	_____	_____
_____	_____	_____

Contingent Beneficiary(ies) [include address and relationship]:*		
Name	Address	Relationship
_____	_____	_____
_____	_____	_____
_____	_____	_____

*Note to Participant:

1. *Estate planning.* You may wish to consult with a professional tax advisor before completing this form.
2. *Effect of divorce.* A divorce decree or a decree of legal separation automatically revokes a designation of your spouse as a beneficiary, unless a qualified domestic relations order provides otherwise.
3. *Effect of marriage.* See below regarding spousal consent requirements if you are married and wish to name someone other than your spouse as your sole primary beneficiary. If you are unmarried at the time of your designation, your beneficiary designation will cease to be effective immediately upon your marriage unless you have designated your spouse as beneficiary.
4. *Trust beneficiary.* If you name a trust as a beneficiary, the trustee also must satisfy additional documentation requirements no later than October 31 of the calendar year following the calendar year of your death. The administrator will provide you or the trustee with the additional forms you must complete.

I RESERVE THE RIGHT TO REVOKE OR CHANGE ANY BENEFICIARY DESIGNATION. I HEREBY REVOKE ALL PRIOR DESIGNATIONS (IF ANY) OF PRIMARY BENEFICIARIES AND CONTINGENT BENEFICIARIES.

The Plan will pay all sums payable under the Plan by reason of my death to the primary beneficiary, if he or she survives me, and if no primary beneficiary survives me, then to the contingent beneficiary, and if no such designated beneficiary survives me, then the Plan will pay all such amounts in accordance with the Plan terms. I understand that, unless I have provided otherwise above, the Plan will pay all sums payable to more than one beneficiary equally to the living beneficiaries.

2. Acknowledgement/Authorization

Date of this Designation

Signature of Participant

IF YOU ARE MARRIED, SEE THE NEXT PAGE OF THIS FORM FOR APPLICABLE SPOUSAL CONSENT REQUIREMENTS.

NOTE: This Designation of Beneficiary is invalid without the consent of your spouse unless your spouse is the sole primary beneficiary or, under a prior beneficiary designation, your spouse waived the right to consent to any change in your beneficiary designation.

CONSENT OF SPOUSE
[to non-spouse primary beneficiary]

I, the undersigned spouse of the Participant named in the foregoing "Designation of Beneficiary," hereby certify I have read and understand the Designation of Beneficiary. I understand the property subject to the Designation of Beneficiary is my spouse's account balance under the Plan. I also understand that if my spouse predeceases me, my spouse's entire account in the Plan will become my property unless I give my written consent below for the vested account balance to pass to another beneficiary. Being fully satisfied with the provisions of the Designation of Beneficiary, I hereby consent to and accept the beneficiary designation, without regard to whether I survive or predecease my spouse. I understand that my consent is irrevocable unless my spouse changes the Designation of Beneficiary. I understand that if my spouse changes the Designation of Beneficiary to someone other than me (the spouse) as the sole primary beneficiary (*Spouse must choose one of (a) or (b) below*):

- (a) **Additional consent required.** I must execute and file with the Administrator a similar consent to any new Designation of Beneficiary or the Participant's new Designation of Beneficiary is ineffective and I will be the sole primary beneficiary.
- (b) **No additional consent required.** I waive my right to withhold my consent to any and all future changes my spouse makes to the Designation of Beneficiary. I understand that I have the right to limit my consent to the naming of the specific beneficiary in this Designation of Beneficiary by choosing (a) above.

EXECUTED this _____ day of _____, 20_____.

NOTE: In order to consent, there must be a witness to spouse's consent by either a Plan Representative OR a Notary.

Print Name of Participant's Spouse

Signature of Participant's Spouse

Witness by Plan Representative.

Signature of spouse witnessed this _____

Signature of Plan Representative

OR

Witness by Notary.

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned, a Notary Public, personally appeared _____ who executed the above spouse's consent as a free and voluntary act.

IN WITNESS WHEREOF, I have signed my name and affixed my official notarial seal this _____ day
of _____, 20_____.

(SEAL)

Notary Public _____

My Commission expires: _____