GREAT AMERICAN
FINANCIAL RESOURCES

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

FOR SECTION 403(b) TAX SHELTERED ANNUITIES, SECTION 401(a) PENSION, PROFIT-SHARING, OR 401(K) PLANS AND GOVERNMENTAL 457 PLANS

This notice explains how you can continue to defer federal income tax on your retirement savings in the annuity contract (the "Retirement Annuity") that is a section 403(b) tax sheltered annuity or that is part of a section 401(a) pension, profit-sharing or 401(k) plan, or that is part of a governmental 457 plan. This document contains important information you will need before you decide how to receive your Retirement Annuity benefits.

This notice is provided to you by the insurer that issued your Retirement Annuity (the Insurer) because all or part of the payment that you will soon receive from the Retirement Annuity may be eligible for rollover by you or the Insurer to an IRA or an eligible employer plan. A rollover is a payment by you or the Insurer of all or part of your benefit to another eligible employer plan or a traditional IRA that allows you to continue to postpone taxation of that benefit until it is paid to you, or to a Roth IRA. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account (formerly known as an education IRA). In 2009, a rollover may be made to a Roth IRA only if (1) your adjusted gross income does not exceed $100,000 and you are not married filing separately, or (2) the payment is from a designated Roth account. If the payment that you will receive is from a designated Roth account under a 403(b) tax sheltered annuity plan or 401(k) plan, then a rollover may be made only to another designated Roth account or to a Roth IRA.

An eligible employer plan includes a plan qualified under section 401(a) of the Internal Revenue Code, including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a section 403(a) annuity plan; a section 403(b) tax-sheltered annuity; and an eligible section 457(b) plan maintained by a governmental employer (governmental 457 plan). An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over a payment from your Retirement Annuity to another employer plan, you should verify whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also identify any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts or other amounts the plan will not accept, you may wish instead to roll your distribution over to an IRA or split your rollover amount between the employer plan in which you will participate and an IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouses consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this Retirement Annuity. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

If you have additional questions after reading this notice, you can contact your Insurer.

SUMMARY

There are two ways you may be able to receive a Retirement Annuity payment that is eligible for rollover:

(1) Certain payments can be made directly to an IRA that you establish or to an eligible employer plan that will accept it and hold it for your benefit (*DIRECT ROLLOVER*); or

(2) The payment can be *PAID TO YOU*.

If you choose a *DIRECT ROLLOVER*:

- Your payment will not be taxed in the current year unless the rollover is attributable to pre-tax contributions being rolled over to a Roth IRA. No income tax will be withheld.
- You choose whether your payment will be made directly to your IRA or to an eligible employer plan that accepts your rollover. Your payment cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account. In 2009, your payment can be rolled over to a Roth IRA only if (1) your adjusted gross income does not exceed $100,000 and you are not married filing separately, or (2) the payment is from a designated Roth account. A payment from a designated Roth account cannot be rolled over to a traditional IRA.
- Except in the case of a rollover to a Roth IRA, the taxable portion of your payment will be taxed later when you take it out of the traditional IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Retirement Annuity.

If you choose to have a Retirement Annuity payment that is eligible for rollover *PAID TO YOU*:

- You will receive only 80% of the taxable amount of the payment, because the Insurer is required to withhold 20% of that amount and send it to the IRS as income tax withholding to be credited against your taxes.
- The taxable amount of your payment will be taxed in the current year unless you roll it over. If you receive the payment before age 59 1/2, you may have to pay an additional 10% tax. For distributions from a section 401(a) pension, profit-sharing or 401(k) plan, under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe.
- You can roll over all or part of the payment (other than a payment from a designated Roth account) by paying it to your traditional IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the IRA or the eligible employer plan.
- You can roll over all or part of the payment (other than a payment from a designated Roth account) by paying it to your Roth IRA within 60 days after you receive the payment. In 2009, this option is only available if your adjusted gross income does not exceed $100,000 and you are not married filing separately. The taxable amount of your payment will be taxed in the current year, but the additional 10% tax that may apply before age 59-1/2 will not apply unless you withdraw the funds from the Roth IRA within 5 years.
- You can roll over all or part of the payment from a designated Roth account by paying it to your Roth IRA or to a designated Roth account of an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed unless you later take a nonqualified distribution from the Roth IRA or designated Roth account.
- If you want to roll over 100% of the payment to an IRA or an eligible employer plan, <u>you must find other money to replace the 20% of the taxable portion that was withheld</u>. If you roll over only the 80% that you received, you will be taxed on the 20% that was withheld and that is not rolled over.

Your Right to Waive the 30-Day Notice Period.
Generally, neither a direct rollover nor a payment made to you can be made from the plan until at least 30 days after your receipt of this notice. Thus, after receiving this notice, you have at least 30 days to consider whether or not to have your withdrawal directly rolled over. If you do not wish to wait until this 30-day notice period ends before your election is processed, you may waive the notice period by making an affirmative election indicating whether or not you wish to make a direct rollover. Your withdrawal will then be processed in accordance with your election as soon as practical after it is received by the Insurer.

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I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER

Payments from the Retirement Annuity may be eligible rollover distributions. This means that they can be rolled over to an IRA or to an eligible employer plan that accepts rollovers. Payments from a Retirement Annuity cannot be rolled over to a SIMPLE IRA or a Coverdell Education Savings Account. In 2009, a rollover may be made to a Roth IRA only if (1) your adjusted gross income does not exceed $100,000 and you are not married filing separately, or (2) the payment is from a designated Roth account. If the payment that you will receive is from a designated Roth account under a 403(b) tax sheltered annuity plan or 401(k) plan, then a rollover may be made only to another designated Roth account or to a Roth IRA. The plan administrator or Insurer should be able to tell you what portion of your payment is an eligible rollover distribution.

Payments Not Eligible for Rollover. The following types of payments cannot be rolled over:

Payments Spread over Long Periods. You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for:

- Your lifetime (or a period measured by your life expectancy); or
- Your lifetime and your beneficiary's lifetime (or a period measured by your joint life expectancies); or
- A period of 10 years or more.

Required Minimum Distributions. Beginning January 1 of the year when you reach age 70 1/2 or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a required minimum distribution that must be paid to you. Special rules apply to section 401(a) pension, profit-sharing or 401(k) plans if you own 5% or more of your employer.

Distributions on Account of Hardship or Unforeseeable Emergency. A distribution on account of hardship or unforeseeable emergency cannot be rolled over.

Corrective Distributions. A distribution that is made to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

Loans Treated as Distributions. The amount of a plan loan that becomes a taxable deemed distribution because of a default cannot be rolled over. However, a loan offset amount is eligible for rollover, as discussed in Part III below. Ask the plan administrator or Insurer of the Retirement Annuity if distribution of your loan qualifies for rollover treatment.

The plan administrator or Insurer of your Retirement Annuity should be able to tell you if your payment includes amounts that cannot be rolled over.

After-tax Contributions. If you made after-tax contributions to the Retirement Annuity (including loan payments made after a default), these contributions may be rolled into either an IRA or to certain employer plans that accept rollovers of the after-tax contributions. The plan administrator or Insurer should be able to tell you how much of your payment is the taxable portion and how much is the after-tax portion. The following rules apply:

a. *Rollover into a Traditional IRA*. You can roll over your after-tax contributions (other than contributions to a designated Roth account) to a traditional IRA either directly or indirectly.

   If you roll over after-tax contributions to a traditional IRA, it is your responsibility to keep track of, and report to the IRS on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the traditional IRA to be determined. Once you roll over your after-tax contributions to a traditional IRA, those amounts CANNOT later be rolled over to an employer plan.

b. *Rollover into a Roth IRA*. If you made after-tax contributions to a designated Roth account, you may roll over those contributions and related earnings to a Roth IRA either directly or indirectly. You may also roll over other after-tax contributions to a Roth IRA, but for 2009 such a rollover may be made only if your adjusted gross income does not exceed $100,000 and you are not married filing separately.

   Once you roll over your after-tax contributions to a Roth IRA, those amounts CANNOT later be rolled over to an employer plan.

c. *Rollover into an Employer Plan*. You can roll over after-tax contributions from an employer plan that is qualified under Code section 401(a) or a section 403(a) annuity plan to another such plan using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You can also roll over after-tax contributions from a section 403(b) tax-sheltered annuity to another section 403(b) tax-sheltered annuity using a direct rollover if the other tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You CANNOT roll over after-tax contributions to a governmental 457 plan. If you want to roll over your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Insurer of this Retirement Annuity to make a direct rollover on your behalf. Also, you cannot first roll over after-tax contributions to a traditional IRA and then roll over that amount into an employer plan.

II. DIRECT ROLLOVER

A *DIRECT ROLLOVER* is a direct payment of the amount of your Retirement Annuity benefits to an IRA or an eligible employer plan that will accept it. You can choose a *DIRECT ROLLOVER* of all or any portion of your payment that is an eligible rollover distribution, as described in Part I above. or eligible employer plan. In addition, no income tax withholding is required for any taxable portion of your

Retirement Annuity benefits for which you choose a *DIRECT ROLLOVER*. The Insurer might not let you choose a *DIRECT ROLLOVER* if your distributions for the year are less than $200.

DIRECT ROLLOVER to a Traditional IRA. You can open a traditional IRA to receive the *DIRECT ROLLOVER* (unless the payment is from a designated Roth account). You are not taxed on any taxable portion of your payment for which you choose a *DIRECT ROLLOVER* to a traditional IRA until you later take it out of the traditional IRA. If you choose to have your payment made directly to a traditional IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a *DIRECT ROLLOVER* to a traditional IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish a traditional IRA to receive the payment. However, in choosing a traditional IRA, you may wish to make sure that the traditional IRA you choose will allow you to move all or a part of your payment to another traditional IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on traditional IRAs (including limits on how often you can roll over between IRAs).

DIRECT ROLLOVER to a Roth IRA.. You can open a Roth IRA to receive the *DIRECT ROLLOVER* if the payment is from a designated Roth account. The amount rolled over will not be taxed unless you later take a nonqualified distribution from the Roth IRA or designated Roth account. You can also open a Roth IRA to receive the *DIRECT ROLLOVER* of any other payment, but for 2009 such a rollover may be made only if your adjusted gross income does not exceed $100,000 and you are not married filing separately. If you roll over a payment to a Roth IRA that is not from a designated Roth account, the taxable amount of the payment will be taxed in the current year, but the additional 10% tax that may apply before age 59-1/2 will not apply unless you withdraw the funds from the Roth IRA within 5 years. Once you roll over amounts to a Roth IRA, those amounts CANNOT later be rolled over to an employer plan.

DIRECT ROLLOVER to a Plan. If you are employed by a new employer that has an eligible employer plan, and you want a *DIRECT ROLLOVER* to that plan, ask the plan administrator of that plan whether it will accept your rollover. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a *DIRECT ROLLOVER* to an IRA. You are not taxed on any taxable portion of your payment for which you choose a *DIRECT ROLLOVER* to your new employer's plan until you later take it out of that plan. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

DIRECT ROLLOVER of a Series of Payments. If you receive a payment that can be rolled over to an IRA or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, your choice to make or not make a *DIRECT ROLLOVER* for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

Change in Tax Treatment Resulting from a DIRECT ROLLOVER. The tax treatment of any payment from the eligible employer plan or traditional IRA receiving your *DIRECT ROLLOVER* might be different than if you received your benefit in a taxable distribution directly from the Retirement Annuity. For example, if your Retirement Annuity is part of a section 401(a) pension, profit-sharing or 401(k) plan and you were born before January 1, 1936, you might be entitled to 10-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a section 403(b) tax-sheltered annuity, a governmental 457 plan or a traditional IRA in a *DIRECT ROLLOVER*, your benefit will no longer be eligible for that special treatment. See the sections below entitled Additional 10% Tax if You Are under Age 59 1/2 and Special Tax Treatment for Section 401(a) Pension, Profit-sharing and 401(a) Plans if You Were Born before January 1, 1936.

III. PAYMENT PAID TO YOU

If your payment can be rolled over (see Part I above) and the payment is made to you in cash, it is subject to 20% federal income tax withholding on the taxable portion (state tax withholding may also apply). The taxable portion of the payment is taxed in the year you receive it unless, within 60 days, you roll it over to a traditional IRA or an eligible employer plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Income Tax Withholding.

Mandatory Withholding. If any portion of your payment can be rolled over under Part I above and you do not elect to make a DIRECT ROLLOVER, the Insurer is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal income tax withholding. For example, if you can roll over a taxable payment of $10,000, only $8,000 will be paid to you because the Insurer must withhold $2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see "Sixty-Day Rollover Option" below), you must report the full $10,000 as a taxable payment from the Retirement Annuity. You must report the $2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than $200.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, federal income tax withholding will be taken at a rate of 10% for lump sum payments and based on wage withholding tables for a married individual with 3 exemptions for periodic payments. To elect out of withholding, ask the Insurer for the election form and related information.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to an IRA or to an eligible employer plan that accepts rollovers. If you decide to roll over, you must contribute the amount of the payment you received to an IRA or eligible employer plan within 60 days after you receive the payment. The taxable portion of your payment that is rolled over to a traditional IRA or eligible employer plan will not be taxed until you take it out of the traditional IRA or the eligible employer plan. The taxable portion of your payment that is rolled over to a Roth IRA will be taxed in current year unless it is from a designated Roth account.

You can roll over up to 100% of your payment that can be rolled over under Part I above, including an amount equal to the 20% of the taxable portion that was withheld. If you choose to roll over 100%, you must find other money within the 60-day period to contribute to the IRA or the eligible employer plan, to replace the 20% that was withheld. On the other hand, if you roll over only the 80% of the taxable portion that you received, you will be taxed on the 20% that was withheld.

> *Example:* The taxable portion of your payment that can be rolled over under Part I above is $10,000, and you choose to have it paid to you. You will receive $8,000, and $2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the $8,000, you may roll over the entire $10,000 to an IRA or an eligible employer plan. To do this, you roll over the $8,000 you received from the Retirement Annuity, and you will have to find $2,000 from other sources (your savings, a loan, etc.). In this case, if rolled over to a traditional IRA or eligible employer plan, the entire $10,000 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire $10,000, when you file your income tax return you may get a refund of part or all of the $2,000 withheld.

If, on the other hand, you roll over only $8,000 to a traditional IRA or eligible employer plan, the $2,000 you did not roll over is taxed in the year it was withheld. When you file your income tax return, you may get a refund of part of the $2,000 withheld. (However, any refund is likely to be larger if you roll over the entire $10,000.)

Additional 10% Tax if You Are under Age 59 1/2. If you receive a payment before you reach age 59 1/2 and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) payments that are paid directly to the government to satisfy a federal tax levy, (5) payments that are paid to an alternate payee under a qualified domestic relations order, or (6) payments that do not exceed the amount of your deductible medical expenses. See IRS Form 5329 for more information on the additional 10% tax.

The additional 10% tax will not apply to distributions from a governmental 457 plan, except to the extent the distribution is attributable to an amount you rolled over to that plan (adjusted for investment returns) from another type of eligible employer plan or IRA. Any amount rolled over from a governmental 457 plan to another type of eligible employer plan or to a traditional IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59 1/2, unless one of the exceptions applies.

Special Tax Treatment for Section 401(a) Pension, Profit-sharing and 401(k) Plans if You Were Born before January 1, 1936. If your Retirement Annuity is part of a section 401(a) pension, profit-sharing or 401(k) plan and you receive a payment that can be rolled over under Part I and you do not roll it over to an IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a lump sum distribution, it may be eligible for special tax treatment. A lump sum distribution is a payment, within one year, of your entire balance under the plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59 1/2 or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59 1/2 or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is described below.

10-Year Averaging. If you receive a lump sum distribution and you were born before January 1, 1936, you can make a one-time election to figure the tax on the payment by using 10-year averaging (using 1986 tax rates). Ten-year averaging often reduces the tax you owe.

Capital Gain Treatment. If you receive a lump sum distribution and you were born before January 1, 1936, and you were a participant in the plan before 1974, you may elect to have the part of your payment that is attributable to your pre-1974 participation in the plan taxed as long-term capital gain.

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into the plan from a 403(b) tax-sheltered annuity contract or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from the plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from the plan. If you roll over your payment to an IRA, governmental 457 plan or 403(b) tax-sheltered annuity, you will not be able to use special tax treatment for later payments from that IRA, plan, or annuity. Also, if you roll over only a portion of your payment to an IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, this special tax treatment is not available for the rest of the payment. See IRS Form 4972 for additional information on lump sum distributions and how you elect the special tax treatment.

Repayment of Loans. If your employment ends, and you have an outstanding loan from your Retirement Annuity or the related 401(a) pension, profit-sharing or 401(k) plan or governmental 457 plan, then your balance in the Retirement Annuity may be reduced (or offset) by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a traditional IRA within 60 days of the date of the offset. If the amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the Retirement Annuity or plan, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan offset. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities). The amount of a defaulted plan loan that is a taxable deemed distribution cannot be rolled over.

IV. SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are alternate payees. You are an alternate payee if your interest in the Retirement Annuity results from a qualified domestic relations order, which is an order issued by a court, usually in connection with a divorce or legal separation, that meets certain requirements.

If you are a surviving spouse or an alternate payee, you may choose to have a payment that can be rolled over, as described in Part I above, paid in a *DIRECT ROLLOVER* to an IRA or to an eligible employer plan or paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to an IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a beneficiary other than a surviving spouse or an alternate payee, you may choose to have a payment paid in a *DIRECT ROLLOVER* to an Inherited IRA. An Inherited IRA is a special IRA that you may be set up. Distributions from the Inherited IRA must be made to you under the same minimum distribution rules applicable to the Retirement Annuity. You cannot choose a direct rollover to any other type of IRA or to an employer plan other than an Inherited IRA. If paid to you, you cannot roll over the payment yourself.

If you are a surviving spouse, an alternate payee or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, even if you are younger than age 59 1/2.

If you are a surviving spouse, an alternate payee or another beneficiary and the Retirement Annuity is part of a section 401(a) pension, profit-sharing or 401(k) plan, you may be able to use the special tax treatment for lump sum distributions, as described in Part III above. If you receive a payment because of the employee's death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had five years of participation in the plan.

HOW TO OBTAIN ADDITIONAL INFORMATION

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules described above are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with the plan administrator, Insurer or a professional tax advisor before you take a payment of your benefits from your Retirement Annuity. Also, you can find more specific information on the tax treatment of payments from qualified employer plans in IRS Publication 575, Pension and Annuity Income and IRS Publication 590, Individual Retirement Arrangements. These publications are available from your local IRS office, on the IRS Internet Web Site at *www.irs.gov* or by calling 1-800-TAX-FORM.