Instructions for Providing Direction to Prudential for
Roth Contributions, Roth Rollover Contributions,
Withdrawals of Roth 401(k)/Roth 403(b) Contributions

1. *Note - If we currently provide plan document services for your Plan, we will use the elections that you provide in the Directive to draft an amendment to your Plan. If we do not provide plan document services for your Plan, please complete the Directive and provide a signed copy of your Plan amendment for our files.*

2. *Please complete and return to Prudential Retirement ("Prudential") this Administrative Directive (the "Directive") concerning Roth 401(k)/Roth 403(b) Contributions ("Roth Contributions"). Prudential suggests that the Plan Sponsor retain a copy of the completed Directive with its plan document. If you do not return the completed Directive, Prudential will assume that you are not planning to make any changes concerning Roth Contributions.*

3. *To complete this Directive, the Plan Sponsor must:*

    (a) Make the appropriate choices for its Plan,

    (b) Fill in the required information, and

    (c) Sign and date the Directive and return it to your Prudential Relationship Manager at least 30 days prior to the intended Effective Date specified in Section 6 of the Directive (so that we may update our recordkeeping systems accordingly).

Plan Name: _____

Plan ID#: _____

The Directive to Prudential is adopted to reflect the plan sponsor's intention with respect to Roth Contributions, Roth Rollover Contributions, In-Service Withdrawals, Hardship Withdrawals and Loans from Roth Contributions.

SECTION 1
Roth Contributions

1. As of the Effective Date under Section 6, the plan will accept Roth Contributions made on behalf of participants.

2. If the Plan has matching contributions, the Roth Contributions will be matched according to the matching formula used for pre-tax deferrals under the plan.

3. If the Plan allows Catch Up Contributions, the Roth Catch Up Contributions will be matched according to the matching formula used for pre-tax catch up contributions source.

   Note - Pre-Tax contributions and Roth Contributions generally should be subject to the same matching formula. Separate match formulas for Roth Contributions and pre-tax contributions may require additional nondiscrimination testing under IRC Code Section 401(a)(4).

SECTION 2
Roth Rollover Contributions

1. Please select one of the following choices:

   [ ] The Plan **will** accept <u>Roth Rollover Contributions</u> into the Plan from other qualified retirement plans.

   [ ] The Plan **will not** accept <u>Roth Rollover Contributions</u> into the Plan from other qualified retirement plans.

2. If the Plan **will** accept Roth Rollover Contributions into the Plan, which plans will Roth Rollover Contributions be accepted from (**select all that apply**):

   [ ] A qualified plan described in Code Section 401(k).

   [ ] An annuity contract described in Code Section 403(b).

3. If the Plan **will** accept Roth Rollover Contributions into the Plan, such contributions will be available for withdrawal from the Plan in accordance with the Plan's withdrawal provisions for regular Rollover Contributions. In addition, the following ordering hierarchy for In-Service Withdrawals of Roth Rollover Contributions shall apply (**select one**):

[ ] The Roth Rollover Contribution source will be last in the hierarchy. (**In the absence of your affirmative election in this section, this option shall apply**.)

[ ] The Roth Rollover Contribution source should match the existing Rollover Contribution source.

[ ] The Roth Rollover Contribution source should be first in the hierarchy preceding all other sources.

4. Note - Participants will be given the right to override the above selected hierarchy at the time the withdrawal is requested.

SECTION 3
In-Service Withdrawals of Roth Contributions

1. Please select one of the following choices:

[ ] The Plan **will** allow <u>In-Service Withdrawals upon attainment of age 59-1/2</u> from Roth Contributions subject to the same conditions that apply to pre-tax elective deferral contributions.

[ ] The Plan **will not** allow <u>In-Service Withdrawals upon attainment of age 59-1/2</u> from Roth Contributions.

2. If the Plan **will** allow In-Service Withdrawals upon attainment of age 59-1/2 from Roth Contributions, the ordering hierarchy for In-Service Withdrawals upon attainment of age 59-1/2 is as follows (**select one**):

[ ] The Roth Contribution source will be last in the hierarchy. (**In the absence of your affirmative election in this section, this option shall apply**.)

[ ] The Roth Contribution source should be first in the hierarchy preceding all other sources.

3. Note - Participants will be given the right to override the above selected hierarchy at the time the withdrawal is taken.

SECTION 4
Hardship Withdrawals of Roth Contributions

1. Please select one of the following choices:

[ ] The Plan **will** allow Hardship Withdrawals from Roth Contributions subject to the same conditions that apply to pre-tax elective deferral contributions.

[ ] The Plan **will not** allow Hardship Withdrawals from Roth Contributions.

2. Note – If the Plan **will** allow Hardship Withdrawals from Roth Contributions, the Roth Contribution source **will be last** in the ordering hierarchy for hardship withdrawals.

3. Note – Regardless of the election made above regarding Hardship Withdrawals of Roth Contributions, the amount of Roth Contributions (because they are "elective deferrals") will be used in the determination of the maximum hardship withdrawal amount available.

SECTION 5
Loans from Roth Contributions and, if applicable, Roth Rollover Contributions

If your Plan currently provides for participant loans, you may choose to allow participant loans to be made from a participant's Roth Contribution sources.

Plan sponsors should give careful consideration before deciding to make Roth sources available for loans. For example, if participants are allowed to borrow against their Roth balances and are unable to make loan repayments, any Roth earnings included in a defaulted loan balance are taxable.

Regardless of the election made in this section, the Roth balance will be used in the determination of the maximum amount available for loan(s).

If you elect to allow loans from Roth sources in this section, the Roth sources **will be last** in the loan hierarchy. This helps to limit the likelihood that Roth sources will be borrowed and that any defaulted loans will include Roth balances.

1. If your Plan **does** provide for participant loans, please select one of the following choices:

[ ] The Plan **will** allow participant loans from Roth Source(s).

[ ] The Plan **will not** allow participant loans from Roth Source(s). (**In the absence of your affirmative election in this section, this option shall apply**.)

2. If you have chosen above to **allow** for participant loans from Roth sources, please indicate below the source types to include, as applicable:

[ ] Allow participant loan(s) from Roth Contributions

[ ] Allow participant loan(s) from Roth Rollover Contributions, if applicable

SECTION 6
Effective Date

The Roth Contribution provision(s) selected above will be added to the Plan
effective _____(enter a current or future date[1]).

Prudential will rely on the Directive to update records that it maintains on behalf of the plan and
plan sponsor and to process any transactions in accordance with such records. In addition,
Prudential suggests that plan sponsors discuss these provisions with its own
Legal counsel to the extent they deem appropriate.

EXECUTED AT (city)_____, (state)_____, this _____ day of

_____, _____.

By: _____

Title: _____

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[1] If you return the Directive and intend to make the elections effective immediately, please recognize that Prudential
needs a reasonable amount of time (approximately four weeks) to make the required programming changes, but will
implement the changes as soon as administratively feasible after the effective date you select.