

THE

PROFIT SHARING PLAN AND TRUST

(EFFECTIVE _____, _____)

(ORIGINALLY EFFECTIVE _____, _____)

THE

PROFIT SHARING PLAN AND TRUST

(VOLUME SUBMITTER - IRS LETTER: VS322572)

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ADOPTION AGREEMENT OF THE

PROFIT SHARING PLAN AND TRUST

NAME OF EMPLOYER: _____

EMPLOYER I.D.: _____

PLAN SERIAL NUMBER: _____

The following words and phrases as used in this Adoption Agreement shall have the meanings set forth in this paragraph, unless a different meaning is clearly required by the context. The term "this Plan" shall mean the attached basic plan document and, as contextually necessary, the within executed Adoption Agreement. The section numbers in this Adoption Agreement correspond to the appropriate section numbers in the basic plan document for cross-reference purposes (indicated herein as the corresponding plan section number preceded by "A-"). Every reference to a section number of the basic plan document shall be preceded by "Plan §" or, in plural form, "Plan §§". The term "the Code" shall mean the Internal Revenue Code. Every reference to a section number of the Code shall be preceded by "Code §" or, in plural form, "Code §§".

PROVISIONS

The following provisions are made part of the accompanying Volume Submitter Profit Sharing Basic Plan Document # 001.

A-1.03 **Anniversary Date:**

- () The first day of the plan year.
- () The last day of the plan year.

A-1.07 **Compensation:** All of each participant's compensation as defined in **Adoption Agreement §A-9.05.b.**, subject to the following exclusions (for purposes other than **Article IX** and **Article X** of the Plan):

- () Commissions
- () Bonuses
- () Payments received for overtime

Compensation

- () shall
- () shall not

include employer contributions made pursuant to a salary reduction agreement which are not includible in the gross income of the participant under Code §§ 125, 132(f)(4), 402(e)(3), 402(h)(1)(b), or 403(b).

If contributions are integrated with social security, then compensation will include all wages subject to FICA taxes.

Compensation shall be determined over the following determination period:

- The plan year.
- The calendar year ending with or within the plan year.
- (A consecutive 12-month period ending with or within the plan year.) Enter the day and the month on which this period begins: ____ (day) of ____ (month). For employees whose date of hire is less than 12 months before the end of the 12-month period designated, compensation will be determined over the plan year.

For purposes of allocation of contributions, compensation shall be limited to:

- Not applicable.
- \$_____.

A-1.08 **Effective Date:** (Cannot precede January 1, 1997; however, some plan provisions may specify differing effective dates for applicability of such provisions.)

- _____, the original date on which this Plan became effective.
- _____, the date on which this amended and restated Plan became effective. (The original effective date of this Plan is _____.)

A-1.09 **Employee:** Any person employed by the Employer, and shall also include (select all applicable boxes):

- Not applicable.
- The sole proprietor if a sole proprietorship;
- A partner if a partnership, unless the partner elects not to participate.

A-1.13 **Fiscal Year:** The 12-consecutive month period coinciding with the Employer's fiscal year, which begins on _____ and ends on _____.

A-1.14 **Highly Compensated Employee Elections:**

Top-paid group election (select one):

- In determining who is a highly compensated employee, the Employer chooses **not** to make a top-paid group election.
- In determining who is a highly compensated employee, the Employer makes a top-paid group election. The effect of this election is that an employee who is not a 5%-owner at any time during the determination year or the lookback year, but who

has compensation in excess of \$80,000 (as adjusted) for the lookback year, is a highly compensated employee only if the employee was in the top-paid group for the lookback year.

Calendar year data election (select one):

- () In determining who is a highly compensated employee (other than as a 5%-owner), the Employer chooses **not** make a calendar year data election.
- () In determining who is a highly compensated employee (other than as a 5%-owner), the Employer makes the calendar year data election. The effect of this election is that the lookback year is the calendar year beginning with or within the lookback year.

A-1.19 Plan Administrator:

- () The Employer.
- () _____.

A-1.20 Plan Year: The 12-consecutive month period commencing on _____ and each anniversary thereof.

A-2.01 Service:

Eligibility service will be determined on the basis of the following method (select one):

- () On the basis of actual hours for which the employee is paid or entitled to payment.
- () On the basis of days worked. An employee will be credited with 10 hours if under **Plan §1.15** such employee would be credited with at least one hour of service during the day.
- () On the basis of weeks worked. An employee will be credited with 45 hours of service if under **Plan §1.15** such employee would be credited with at least one hour of service during the week.
- () On the basis of semi-monthly payroll periods. An employee will be credited with 95 hours of service if under **Plan §1.15** such employee would be credited with at least one hour of service during the semi-monthly payroll period.
- () On the basis of months worked. An employee will be credited with 190 hours of service if under **Plan §1.15** such employee would be credited with at least one hours of service during the month.
- () On the basis of elapsed time as provided for in **Plan §2.07**.

Service for the purpose of determining **years of service** will be determined on the basis of the following method (select one):

- () On the basis of actual hours for which the employee is paid or entitled to payment.

- () On the basis of days worked. An employee will be credited with 10 hours if under **Plan §1.15** such employee would be credited with at least one hour of service during the day.
- () On the basis of weeks worked. An employee will be credited with 45 hours of service if under **Plan §1.15** such employee would be credited with at least one hour of service during the week.
- () On the basis of semi-monthly payroll periods. An employee will be credited with 95 hours of service if under **Plan §1.15** such employee would be credited with at least one hour of service during the semi-monthly payroll period.
- () On the basis of months worked. An employee will be credited with 190 hours of service if under **Plan §1.15** such employee would be credited with at least one hour of service during the month.
- () On the basis of elapsed time as provided for in **Plan §2.07**.

A-2.02 Year of Eligibility Service:

- () The 12-month period (computation period) beginning on the employee's first day of service (or an anniversary thereof) in which the employee has completed _____ (not to exceed 1,000) hours of service.
- () The 12-month period (computation period) beginning on the employee's first day of service and, after that, the 12-month period (computation period) coinciding with the plan year and commencing with the first plan year next following the first day of service of the employee in which the employee has completed _____ (not to exceed 1,000) hours of service.

A-2.03.a. Year of Service: A 12-month period (computation period), corresponding to the plan year, in which the employee has completed _____ (not to exceed 1,000) hours of service not otherwise excludible under this Adoption Agreement, and

- () Shall not include service completed with a the predecessor employer.
- () Shall include service completed with _____, the predecessor employer.

A-2.05 Break in Service:

- a. Break In Eligibility Service:** A year of eligibility service computation period during which the employee fails to complete more than _____ (not to exceed 500) hours of service.
- b. Break In Service:** A year of service computation period during which the employee fails to complete more than _____ (not to exceed 500) hours of service.

A-3.01 Participation: Each employee will be eligible to participate in this Plan except the following (select all applicable boxes):

- () Employees who have not attained the age of _____ (not to exceed 21).
- () Employees who have not completed _____ of eligibility service (hereinafter **period of eligibility service**). (Cannot exceed one year of eligibility service, unless this Plan provides a nonforfeitable right to 100% of the participant's accrued benefit derived from employer contributions after not more than 2 years of eligibility service, in which case up to 2 years is permissible.)
- () Employees included in a unit of employees covered by a collective bargaining agreement between the Employer and employee representatives, if retirement benefits were subject of good faith bargaining and if 2% or less of the employees of the Employer who are covered pursuant to that agreement are professionals as defined in Regs. §1.410(b)-9. For this purpose, the term **employee representatives** does not include any organization more than half of whose members are employees who are owners, officers, and executives of the employer.
- () Employees who are nonresident aliens (within the meaning of Code §7701(b)(1)(B)) and who receive no earned income (within the meaning of Code §911(d)(2)) from the Employer which constitutes income from sources within the United States (within the meaning of Code §861(a)(3)).
- () Employees who became employees as the result of a §410(b)(6)(C) transaction. These employees will be excluded during the period beginning on the date of the transaction and ending on the last day of the first plan year beginning after the date of the transaction. A §410(b)(6)(C) transaction is an asset or stock acquisition, merger, or similar transaction involving a change in the employer of the employees of a trade or business.
- () Employees who fail to make mandatory employee contributions if so required under **Adoption Agreement SA-4.05.a.**
- () The following employee group(s): _____ (e.g., salaried employees, hourly employees, highly compensated employees, key employees).

A-3.01

Entry Date:

- () The later of the effective date or the first day of the plan year during which the eligible employee meets the requirements to become a participant.
 - () The first day of the plan year during which the eligible employee meets (or would have met, had this Plan been in effect prior to the date of hire of the employee) the requirements to become a participant.
 - () The 6-month anniversary date of the first day of the current plan year if the employee meets the requirements to participate during the first 6 months of the current plan year and shall be the first day of the next following plan year if the employee meets the requirements to participate during the last 6 months of the current plan year.
- () If selected, a participant whose entry date would otherwise be the 6-month anniversary date of the first

day of the current plan year, will be the first day of the current plan year instead.

- () The first day of the plan year next following the plan year in which the participant meets the requirements to participate, provided that the employee will be eligible to participate upon the completion of one-half year of service and the attainment of age 20 and 1/2.
- () The earlier of: (i) the first day of the plan year beginning after the date on which the employee has met the age and service requirements, or (ii) 6 months after the date the requirements are met.
- () **Exception:** If selected, an otherwise eligible employee, employed on _____ shall enter the plan on this date, even if the employee did not meet (select as applicable):
 - () The attained age requirement.
 - () The eligibility service requirement.

A-3.02 Plan Reentry: The completion of a year (or, if less, a period) of eligibility service (pursuant to **Adoption Agreement §A-3.01** above) to reenter:

- () Shall be required under this Plan.
- () Shall not be required under this Plan.

A-4.02 Employer Contributions: A contribution to be determined by the Employer to be allocated among those participants who (select all applicable boxes):

- () Were eligible at any time during the plan year;
- () Were employed on the last day of the plan year, or terminated employment during the plan year with more than 500 hours of service.
- () Were employed on the last day of the plan year;
- () Have been credited with at least _____ (not to exceed 1,000) hours of service for such plan year;
- () Were employed on the last day of the plan year or have been credited with at least _____ (not to exceed 1,000) hours of service for such plan year.
- () **Exception:** If selected, the above requirements shall not apply to participants whose service terminated during the plan year because of disability, normal or early retirement under this Plan, or death.

A-4.02 Method of Allocation of Employer Contributions: Shall be as follows (select as appropriate):

- A. () An amount which shall be an equal percentage of each participant's compensation.

B. () Integrated with Social Security in accordance with **Plan §4.02.b.**, with an integration level equal to:

- () The Taxable Wage Base ("the TWB").
- () \$_____ (a dollar amount less than the TWB).
- () _____% of the TWB (not to exceed 100%).

C. () **Uniform Points Allocation Formula:** An amount equal to _____% of total compensation, with each participant receiving a contribution that bears the same ratio to the employer contribution as such participant's total points (as computed below) bears to all points allocated. Such allocation shall be subject to the nondiscrimination requirements under Code §401(a)(4) and the coverage requirements under Code §410(b).

Each participant will receive _____ points for each (must select at least age or service, but not both):

- () Year of age;
- () Year of service;
- () \$_____ of compensation (not to exceed \$200);

D. () **Age-Weighted Allocation:** Select one option and specify the applicable interest rate:

- () Nonintegrated.
- () Integrated.

Interest Rate: _____% (At least 7.5%, but no more than 8.5%.)

Mortality Table: _____ (Default: 1983 G.A.M. per Rev.Rul.95-6)

E. () **Cross-Testing With Level Contribution Rates:**

Employees shall be divided into the following groups. Those participants belonging to the same employee group will receive the same contribution when expressed as a percentage of compensation. The percentage for each group shall be determined by the Employer. Such allocation shall be subject to Code §410(b) coverage and Code §401(a)(4) nondiscrimination requirements.

Group 1: _____
Group 2: _____
Group 3: _____
Group 4: _____

F. () **Cross-Testing With Super-Integration:**

To the extent available, contributions and forfeitures will be allocated to each participant's account in the ratio that each participant's total compensation bears to all participants' total compensation, but not in excess of _____% of each participant's compensation.

Thereafter, in the ratio that each participant's compensation in excess of \$_____ bears to such excess compensation of all participants, but not in excess of ____%.

Thereafter, in the ratio that each participant's compensation in excess of \$_____ bears to such excess compensation of all participants, but not in excess of ____%.

Thereafter to each participant's account in the ratio that each participant's compensation bears to the total compensation of all participants.

() If elected, the percentages and dollar amounts shall be established and modified at such time and in such manner as the Employer at its option may decide.

Such allocation shall be subject to Code §410(b) coverage and Code §401(a)(4) nondiscrimination requirements.

G.() **Minimum contribution:** An amount which shall be such level dollar amount as the employer may decide.

H.() **Maximum contribution:** An amount which shall not exceed \$_____.

A-4.02

Cross-testing gateway (select one):

1.() Not applicable: Cross testing is not used to demonstrate nondiscrimination in the allocation of employer contributions.

2.() This Plan will meet the broadly available rates gateway and/or the DB/DC plan gateway.

3.() This Plan will provide for minimum allocation as per **Plan §4.02.d.3.(a)**

4.() The plan will provide for allocation rates using the following gradual allocation schedule pursuant **Plan §4.02.d.3.(b)**, based on (select one):

- () Age.
- () Service.
- () Points equal to the sum of age and service.

| | | | |
|----------|---------------|------------------|-------|
| Band 1 : | _____ - _____ | Allocation rate: | _____ |
| Band 2 : | _____ - _____ | Allocation rate: | _____ |
| Band 3 : | _____ - _____ | Allocation rate: | _____ |
| Band 4 : | _____ - _____ | Allocation rate: | _____ |
| Band 5 : | _____ - _____ | Allocation rate: | _____ |
| Band 6 : | _____ - _____ | Allocation rate: | _____ |
| Band 7 : | _____ - _____ | Allocation rate: | _____ |
| Band 8 : | _____ - _____ | Allocation rate: | _____ |
| Band 9 : | _____ - _____ | Allocation rate: | _____ |
| Band 10: | _____ - _____ | Allocation rate: | _____ |

- 5.() If neither gateway referred to in selection 2. above, is met, this Plan will, at the Employer's option, provide for either (i) the minimum allocation pursuant **Plan §4.02.d.3.(a)** or (ii) allocation rates using the following gradual allocation schedule pursuant **Plan §4.02.d.3.(b)** with such basis, band width, and allocation rates as the Employer may decide.

A-4.02.d Assumptions for Nondiscrimination Testing:

Interest Rate: _____% (At least 7.5%, but no more than 8.5%.)

Mortality Table: _____ (must be a standard mortality table as described in Income Tax Regs. §1.401(a)(4)-12 if this Plan provides for permitted disparity under Code §401(l); **Default:** 1983 G.A.M. per Rev.Rul.95-6.)

A-4.05.a. Mandatory Employee Contributions (select one):

- () Not applicable. (Must be used if this Plan provides for permitted disparity.)
() In order to participate in this Plan, each eligible employee shall contribute _____% (not to exceed 6.0%) of compensation as defined in **Plan §1.07**.

A-4.05.d. Rollovers from Other Qualified Plans:

- () Will not be permitted under this Plan.
() Will be permitted under this Plan and
() shall
() shall not

be maintained in a separately directed investment account for each such rollover.

A-4.08 Participants' Interest in Plan Assets (select one):

- () In this Plan's investment account, by which each participant will have a ratable interest in all assets of this Plan.
() In a separate investment account, by which each participant will have an individual participant-directed investment account.
() Either of the above, in whole or in part, at the participant's option.

A-5.01 Normal Retirement Age: For each participant normal retirement age is the later of:

- () Age _____ (not to exceed 65), and
() The _____ (not to exceed 5th) anniversary of the participation commencement date. If, for plan years beginning before January 1, 1988, normal retirement age was determined

with reference to the anniversary of the participation commencement date (more than 5 but not to exceed 10 years), the anniversary date for participants who first commenced participation under the plan before the first plan year beginning on or after January 1, 1988, shall be the earlier of **(A)** the 10th anniversary of the date the participant commenced participation in the plan (or such anniversary as had been elected by the employer, if less than 10); or **(B)** the 5th anniversary of the first day of the first plan year beginning on or after January 1, 1988. The participation commencement date is the first day of the first plan year in which the participant commenced participation in this Plan.

Normal Retirement Date:

- The date the participant reaches normal retirement age.
- The first day of the month coinciding with or next following the date on which the participant reaches normal retirement age.

A-5.02 Early Retirement Date:

- Not applicable.
- The later of the participant's _____th birthday and the _____th anniversary of the participant's entry date.
- The later of the participant's _____th birthday and the completion of _____ years of service.

A-5.03 The account of a Participant who is permanently disabled shall be (select one):

- fully vested.
- subject to the applicable vesting schedule.

A-5.03 Contributions on Behalf of Disabled Persons: The Employer

- will
- will not

make contributions on behalf of disabled participants on the basis of the compensation each such participant would have received for the limitation year if the participant had been paid at the rate of compensation paid immediately before becoming permanently and totally disabled.

Such imputed compensation for the disabled participant may be taken into account only if (1) the participant is not a highly compensated employee, and (2) contributions made on behalf of such participant will be nonforfeitable when made.

Compensation shall mean compensation as that term is defined in **Plan §9.05.b.**

A-5.05 **The account of a Participant who died shall be** (select one):

- () fully vested.
- () subject to the applicable vesting schedule.

A-5.06 **Life Insurance Option:** Participants

- () shall
- () shall not

be permitted to direct the Trustee to purchase life insurance.

A-5.07.a. **Lump Sum Payment Election:** Distribution under this Plan shall be made (select one):

- () Not applicable.
- () As a lump sum payment, which shall be the only form of distribution.
- () In accordance with the qualified joint and survivor annuity and preretirement survivor annuity provisions of **Article VI** of this Plan.

A-5.07.b **Optional Form of Benefit:** The participant may elect:

- () Not applicable.
- () The actuarial equivalent lump sum only.
- () Among any optional benefit listed in **Plan §5.07.b.**
- () Any optional benefit listed in **Plan §5.07.b.**, except:

- () Among the following optional benefits only:

A-5.10.f.6. **Required Beginning Date:** The required beginning date of a participant with respect to this Plan is (select one):

- () The April 1 of the calendar year following the calendar year in which the participant attains age 70 1/2.
- () The April 1 of the calendar year following the calendar year in which the participant attains age 70 1/2, except that benefit distributions to a participant (other than a 5%-owner) with respect to benefits accrued after the later of the adoption or effective date of the amendment to this Plan must commence by the later of the April 1 of the calendar year following the calendar year in which the participant attains age 70 1/2 or retires.
- () The later of the April 1 of the calendar year following the calendar year in which the participant attains age 70 1/2 or retires except that benefit distributions to a 5%-owner must

commence by the April 1 of the calendar year following the calendar year in which the participant attains age 70 1/2. (Also select subsection 1., 2., and/or 3., below, whichever is applicable; subsection 3. must be selected to the extent that there would otherwise be an elimination of a preretirement age 70 1/2 distribution option for employees older than those listed above.).

1. () Any participant attaining age 70 1/2 in years after 1995 may elect by April 1 of the calendar year following the year in which the participant attained age 70 1/2, (or by December 31, 1997, in the case of a participant attaining age 70 1/2 in 1996) to defer distributions until the calendar year following the calendar year in which the participant retires. If no such election is made the participant will begin receiving distributions by the April 1 of the calendar year following the year in which the participant attained age 70 1/2 (or by December 31, 1997, in the case of a participant attaining age 70 1/2 in 1996);

2. () Any participant attaining age 70 1/2 in years prior to 1997 may elect to stop distributions and recommence by the April 1 of the calendar year following the year in which the participant retires. There is either (select one):
 - () A new annuity starting date upon recommencement, or
 - () No new annuity starting date upon recommencement;

3. () The preretirement age 70 1/2 distribution option is only eliminated with respect to employees who reach age 70 1/2 in or after a calendar year that begins after the later of December 31, 1998, or the adoption date of the amendment. The preretirement age 70 1/2 distribution option is an optional form of benefit under which benefits payable in a particular distribution form (including any modifications that may be elected after benefit commencement) commence at a time during the period that begins on or after January 1 of the calendar year in which an employee attains age 70 1/2 and ends April 1 of the immediately following calendar year.

A-5.13 Qualified Domestic Relations Order:

Payment to the alternate payee prior to the earliest retirement date applicable to the participant:

- () Will not be permitted.
- () Will be permitted and shall be paid in a lump sum equivalent only.

Lump sum payment to the alternate payee on or after the earliest retirement date applicable to the participant:

- () Will not be permitted.
- () Will be permitted.

A-5.14 In-Service Distributions:

- () Will not be permitted.
- () Will be permitted provided (must select one or both):
 - () The participant has attained the Normal Retirement Date.
 - () The participant has accumulated _____ (not less than 60 months) of participation, and:
 - () Attained age _____.
 - () Completed _____ Years of Service.

A-6.04.e. Qualified Joint and Survivor Annuity:

- () Not applicable.
- () The percentage of the survivor annuity under this Plan shall be _____% (must be between 50% and 100%).

A-7.01 Termination of Employment: Upon termination of employment (other than for early or normal retirement, disability, or death), the participant shall be eligible to receive the vested share in plan assets as soon as administratively feasible upon (select one):

- () Termination of employment.
- () Incurring _____ breaks in service or on such earlier date as this Plan may otherwise provide.

A-7.01 Vesting Schedule: The employer contribution account will vest in accordance with the following schedule:

- () 100% vesting after _____ (not to exceed 5) years of service.
- ()

| <u>Years of Service</u> | <u>Vested Percentage</u> |
|--------------------------|----------------------------|
| Less than one | _____ |
| One but less than two | _____ |
| Two but less than three | _____ |
| Three but less than four | _____ (not less than 20 %) |
| Four but less than five | _____ (not less than 40 %) |
| Five but less than six | _____ (not less than 60 %) |
| Six but less than seven | _____ (not less than 80 %) |
| Seven or more | _____ (not less than 100%) |

A-7.01 Years of Service Excluded to Determine the Vested Percentage:

- () Years of service completed before the employee attained age 18.
- () Years of service during which the employee made no mandatory employee contributions.

- () Years of service with the Employer during any period the Employer did not maintain this Plan or a predecessor plan.
- () Years of service before January 1, 1971, unless the employee has had at least 3 years of service after December 31, 1970.
- () Years of service before the effective date of ERISA if such service would have been disregarded under the break in service rules of the prior plan in effect from time to time before such date. For this purpose, break in service rules are those which result in the loss of prior vesting or benefit accruals, or which deny an employee eligibility to participate, by reason of separation or failure to complete a required period of service within a specified period of time.

A-7.03 Withdrawal of Mandatory Employee Contributions:

- () Not applicable.
- () A participant who withdraws mandatory employee contributions:
 - () Shall forfeit accrued benefit derived from employer contributions.
 - () Shall not forfeit accrued benefit derived from employer contributions.

A-7.05 Forfeitures: Amounts forfeited by a participant shall be:

- () Added to the employer contributions.
- () Used to reduce employer contributions.

Forfeitures will be allocated in accordance with the allocation formula of this Plan.

A-9.03 Coverage by Other Defined Contribution Plans:

If the Employer maintains or ever maintained another qualified plan in which any participant in this Plan is or was or could become a participant, the Employer must complete this section.

The Employer must also complete this section if it maintains a welfare benefit fund (as defined in Code §419(e)) under which amounts attributable to postretirement medical benefits are allocated to separate accounts of key employees (as defined in §419(A)(d)(3)), an individual medical account, as defined in Code §415(1)(2), or a simplified employee pension, as defined in Code §408(k), under which amounts are treated as annual additions with respect to any participant in this Plan.

If the participant is covered under another qualified defined contribution plan maintained by the Employer, other than a master or prototype plan:

- () Not applicable.
- () The provisions of **Plan §9.02** will apply as if the other plan were a master or prototype plan.

A-9.04 Combining Dissimilar Plans:

For limitation years beginning before January 1, 2000, if the participant is or was or could become a participant in a defined benefit plan maintained by the Employer:

- () Not applicable.
- () Contributions to the defined contribution plan(s) sponsored by the Employer shall be adjusted as necessary to comply with the limitations imposed on annual additions, in accordance with the previous paragraph.
- () Benefits under the defined benefit plan(s) sponsored by the Employer shall be adjusted as necessary to comply with the limitations imposed on annual additions in accordance with the provisions in such plans.

A-9.05.b. Compensation: All of each participant's:

- () Wages, tips, and other compensation as reported on Form W-2.
- () §3401(a) wages.
- () §415 safe-harbor compensation.

For limitation years beginning after December 31, 1997, for purposes of applying the limitations of **Article IX**, compensation paid or made available during such limitation year shall include any elective deferral (as defined in Code §402(g)(3)), and any amount which is contributed or deferred by the Employer at the election of the employee and which is not includible in the gross income of the employee by reason of Code §125 or §457.

For limitation years beginning after December 31, 2000, compensation shall also include any elective amounts that are not includible in the gross income of the employee by reason of §132(f)(4). If this Plan was first operated in accordance with the §415 changes under the Community Renewal Tax Relief Act of 2000 on a date prior to the first day of the first limitation year beginning in 2001, then compensation shall include such elective amounts for the limitation year including such date and successive limitation years, but only if such limitation year(s) begin after December 31, 1997.

The first limitation year (beginning after December 31, 1997) in which this Plan was operated in accordance with the §415 changes under the Community Renewal Tax Relief Act of 2000 is the first limitation year beginning after _____.

A-9.05.i. Limitation Year:

- () The period coinciding with the plan year.
- () The calendar year.
- () The period coinciding with the fiscal year.
- () The 12-month period beginning on _____ and ending on _____.

A-9.07.a. ACP Testing Year Method:

- () **Prior Year Testing Method:** If this option is selected, this Plan is using the prior year testing method for purposes of the **ACP** test.

First Plan Year Testing Method (select one if not a successor plan):

- () For the first plan year in which this Plan permits any participant to make employee contributions, provides for matching contributions, or both, the prior year's nonhighly compensated employees' **ACP** shall be 3%.
- () For the first plan year in which this Plan permits any participant to make employee contributions, provides for matching contributions, or both, the **ACP** used in the **ACP** test for participants who are nonhighly compensated employees shall be such first plan year's **ACP**.
- () **Current Year Testing Method:** If this option is selected, this Plan is using the current year testing method for purposes of the **ACP** test. (The Employer must elect the current year testing method for a plan year unless (i) this Plan has been using the current year testing method for the preceding 5 plan years, or, if fewer, the number of plan years this Plan has been in existence; or (ii) this Plan otherwise meets one of the conditions specified in Notice 98-1 (or superseding guidance) for changing from the current year testing method.)

ACP Testing Year Method for Plan Years falling within the GUST remedial amendment period, as extended (complete as applicable):

| Plan Year Beginning in: | Not Applicable | Prior Year Testing Method | Current Year Testing Method |
|----------------------------|-------------------|------------------------------|--------------------------------|
| ----- | ----- | ----- | ----- |
| 1997 | () | () | () |
| 1998 | () | () | () |
| 1999 | () | () | () |
| 2000 | () | () | () |
| 2001 | () | () | () |

A-9.07.b. Income and Loss Adjustments on Distributions of Employee Contributions:

- () Shall be determined using the safe harbor method.
- () Shall be determined using the simplified method. For the gap period, income:
 - () Shall not be allocated.
 - () Shall be allocated.

A-10.02.g. Valuation Date: For purposes of computing the top heavy ratio:

- () The last day of the plan year.
- () The last day of the preceding plan year.
- () The first day of the plan year.
- () _____ of each year.

A-10.02.h. Present Value: For purposes of establishing present value to compute the top heavy ratio, any benefit shall be discounted only for mortality and interest based on the following:

Interest Rate: _____% **Mortality:** _____ (Default: 1983 G.A.M. (per Rev.Rul.95-6))

A-10.03 Minimum Allocation: The minimum allocation required shall be met:

- () In another plan or other plans sponsored by the Employer.
- () In this Plan.

For purposes of minimum top heavy allocations, contributions and forfeitures equal to:

- () The minimum contribution required under **Plan §10.03** will be allocated to the non-key employee's account.
- () _____% (not less than 3%) of each non-key employee's compensation will be allocated to the employee's account when this Plan is top heavy, even if the allocation is in excess of the **Plan §10.03** minimum requirements.

A-10.04 Minimum Vesting:

- () 100% vesting after _____ (not to exceed 3) years of service.
- () Years of Service Vested Percentage

| | | |
|--------------------------|-------|-----------------------|
| Less than one | _____ | |
| One but less than two | _____ | |
| Two but less than three | _____ | (not less than 20 %) |
| Three but less than four | _____ | (not less than 40 %) |
| Four but less than five | _____ | (not less than 60 %) |
| Five but less than six | _____ | (not less than 80 %) |
| Six or more | _____ | (not less than 100 %) |

If the vesting schedule under this Plan shifts in or out of the above schedule for any plan year because of top heavy status, such shift is an amendment to the vesting schedule and the participant's right of election under **Plan §7.02** applies.

A-11.01 Participant Loans:

- () Will not be permitted under this Plan.
- () Will be permitted under this Plan.

A-15.01 Trustee: The Employer appoints as Trustee, effective as of the date the Employer signs this Adoption Agreement and upon acceptance in writing by the appointee named hereinbelow:

ADDENDUM I: EGTRRA AMENDMENT

The section numbers in the Adoption Agreement provisions of the EGTRRA Amendment (indicated herein as the corresponding basic plan document Addendum I section number preceded by "E-") correspond to the appropriate section numbers under Addendum I for cross-reference purposes.

PROVISIONS

E-3.01 Compensation Limit:

The annual compensation of each participant taken into account in determining allocations for any plan year beginning after December 31, 2001, shall not exceed (select one):

- The limit defined in **Section III** of this amendment.
- \$_____ (cannot exceed \$200,000).

E-4.02.c Minimum Benefits for Employees Also Covered Under Another Plan:

Describe below the extent, if applicable, to which the top-heavy minimum benefit requirement of Code §416(c) and **Article X** of the plan shall be met in another plan. Include the name of the other plan, the minimum benefit that will be provided under such other plan, and the employees who will receive the minimum benefit under such other plan (select one):

- Not Applicable.
- Name other plan: _____
Minimum benefit provided: _____
Employees receiving minimum benefit: _____

E-5.01 Applicability of Vesting of Employer Matching Contributions (select one):

- Not applicable.
- The elected vesting schedule of Employer Matching Contributions shall apply to all participants with accrued benefits derived from employer matching contributions.
- The elected vesting schedule of Employer Matching Contributions shall apply only to those who complete an hour of service under the plan in a plan year beginning after December 31, 2001.

Vesting Schedule for Employer Matching Contributions:

The employer matching contribution account (other than the qualified matching contribution account) will vest in accordance with the following schedule (select one):

- () Not applicable.
 - () 100% immediately.
 - () 100% vesting after _____ (not to exceed 3) years of service.
 - () Years of Service Vested Percentage
- | | | |
|--------------------------|-------|----------------------|
| Less than one | _____ | |
| One but less than two | _____ | |
| Two but less than three | _____ | (not less than 20 %) |
| Three but less than four | _____ | (not less than 40 %) |
| Four but less than five | _____ | (not less than 60 %) |
| Five but less than six | _____ | (not less than 80 %) |
| Six or more | _____ | (not less than 100%) |

E-7.01 Rollovers from Other Plans:

- () Not applicable (elect if rollovers are not permitted under the election made in **Adoption Agreement §A-4.05.d.**).
- () Select as applicable (elect if rollovers are permitted under the election made in **Adoption Agreement §A-4.05.d.**):

Direct Rollovers:

The plan will accept a direct rollover of an eligible rollover distribution from (select all applicable boxes):

- () A qualified plan described in Code §§ 401(a) or 403(a), excluding after-tax employee contributions.
- () A qualified plan described in Code §§ 401(a) or 403(a), including after-tax employee contributions.
- () An annuity contract described in Code §403(b), excluding after-tax employee contributions.
- () An eligible plan under Code §457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state.

Participant Rollover Contributions from Other Plans:

The plan will accept a participant contribution of an eligible rollover distribution from (select all applicable boxes):

- () A qualified plan described in Code §§ 401(a) or 403(a).
- () An annuity contract described in Code §403(b).
- () An eligible plan under Code §457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state.

Participant Rollover Contributions from IRAs:

The plan (select one):

- will
- will not

accept a participant rollover contribution of the portion of a distribution from an individual retirement account or annuity described in Code §§ 408(a) or 408(b) that is eligible to be rolled over and would otherwise be includible in gross income.

Effective Date of Direct Rollover and Participant Rollover Contribution Provisions:

The elections made under this section, Rollovers From Other Plans, shall be effective:

- Not applicable.
- _____ (enter a date no earlier than January 1, 2002).

E-8.02 Treatment of Rollovers in Application of Involuntary Cash-out Provisions:

The employer (select one):

- does not elect
- elects

to exclude rollover contributions in determining the value of the participant's nonforfeitable account balance for purposes of the plan's involuntary cash-out rules.

If the employer has elected to exclude rollover contributions, the election shall apply with respect to distributions made after:

- _____ (enter date no earlier than December 31, 2001).

and with respect to:

- all participants.
- only participants who separated from service after _____ (enter any date).

ADDENDUM II: MODEL AMENDMENT PER REV.RUL. 2002-27

(This addendum does not have a corresponding section in the basic plan document.)

F-1.01 Certain Amounts not Available under Cafeteria Plans:

This section shall apply to plan years and limitation years beginning on and after _____. (Insert the later of January 1, 1998, or the first day of the first plan year the plan was operated in accordance with the definition in this section. For plans in existence or becoming effective on January 1, 2002, this date cannot be later than January 1, 2002. For plans becoming effective after January 1, 2002, insert the plan's effective date).

For purposes of the definition of compensation under this Plan that refer to Code §125, amounts under Code §125 shall include any amounts not available to a participant in cash in lieu of group health coverage because the participant is unable to certify that he or she has other health coverage. An amount will be treated as an amount under Code §125 only if the Employer does not request or collect information regarding the participant's other health coverage as part of the enrollment process for the health plan.

ADDENDUM III: REQUIRED MINIMUM DISTRIBUTIONS AMENDMENT

The section numbers in the Adoption Agreement provisions of the EGTRRA Amendment (indicated herein as the corresponding basic plan document Addendum III section number preceded by "G-") correspond to the appropriate section numbers under Addendum I for cross-reference purposes.

PROVISIONS

G-1.02 Effective Date of Plan Amendment for §401(a)(9) Final and Temporary Treasury Regulations (select one): (Check and complete second option if any required minimum distributions for the 2002 distribution calendar year were made in accordance with the §401(a)(9) Final and Temporary Regulations.)

- () **Not applicable:** This amendment applies for purposes of determining required minimum distributions for distribution calendar years beginning with the 2003 calendar year.
- () This amendment applies for purposes of determining required minimum distributions for distribution calendar years beginning with the 2003 calendar year, as well as required minimum distributions for the 2002 distribution calendar year that are made on or after _____ (specify effective date during 2002 calendar year).

G-2.02 Modification of Distribution Rules: (Check and complete to the extent you wish to modify the rules under **Amendment §§ 2.02 and 4.02.**)

- a. Election to Apply 5-Year Rule to Distributions to Designated Beneficiaries** (select one):
 - () **Not applicable:** Distributions will be made in accordance with the provisions of **Amendment §2.02.**
 - () If the participant dies before distributions begin and there is a designated beneficiary, distribution to the designated beneficiary is not required to begin by the date specified in **Amendment §2.02**, but the participant's entire interest will be distributed to the designated beneficiary by December 31 of the calendar year containing the fifth anniversary of the participant's death. If the participant's surviving spouse is the participant's sole designated beneficiary and the surviving spouse dies after the participant but before distributions to either the participant or the surviving spouse begin, this election will apply as if the surviving spouse were the participant.

This election will apply to (select and complete):

- () All distributions.
- () The following distributions only: _____

b. Election to Allow Participants or Beneficiaries to Elect 5-Year Rule (select one):

- () **Not applicable:** Participants or Beneficiaries are not allowed to elect 5-Year Rule.
- () Participants or beneficiaries may elect on an individual basis whether the 5-year rule or the life expectancy rule in **Amendment §§ 2.02** and **4.02** applies to distributions after the death of a participant who has a designated beneficiary. The election must be made no later than the earlier of September 30 of the calendar year in which distribution would be required to begin under **Amendment §2.02**, or by September 30 of the calendar year which contains the fifth anniversary of the participant's (or, if applicable, surviving spouse's) death. If neither the participant nor beneficiary makes an election under this paragraph, distributions will be made in accordance with **Amendment §§ 2.02** and **§4.02** and, if applicable, the elections in section **a.** above.

c. Election to Allow Designated Beneficiary Receiving Distributions Under 5-Year Rule to Elect Life Expectancy Distributions (select one):

- () **Not applicable:** A designated beneficiary receiving distributions under 5-Year Rule is not allowed to elect Life Expectancy Distributions
- () A designated beneficiary who is receiving payments under the 5-year rule may make a new election to receive payments under the life expectancy rule until December 31, 2003, provided that all amounts that would have been required to be distributed under the life expectancy rule for all distribution calendar years before 2004 are distributed by the earlier of December 31, 2003 or the end of the 5-year period.

This Adoption Agreement may be used only in conjunction with the accompanying Volume Submitter Profit Sharing Basic Plan Document # 001.

This Plan and Trust were adopted by resolution executed on the _____ day of _____, _____.

For the Employer:

Appointment as Plan Administrator is accepted.

By: _____

By: _____

Print: _____

Print: _____

Appointment as Trustee(s) is accepted:

By: _____

By: _____

Print: _____

Print: _____