

Qualified Retirement Plan Roth 401(k) Adoption Agreement Amendment

This amendment of the Plan (hereinafter referred to as "the Amendment") is comprised of this Adoption Agreement Amendment and the corresponding Basic Plan Document Amendment and is adopted to reflect the Roth 401(k) provisions under Section 402A of the Internal Revenue Code. The Amendment is intended as good faith compliance with the requirements of the Internal Revenue Code, is to be construed in accordance with the guidance issued thereunder and supersedes any inconsistent provisions of the Plan.

Employer Information

Name of Adopting Employer _____
Address _____
City _____ State _____ Zip _____
Telephone _____ Adopting Employer's Federal Tax I.D. Number _____
Name of Plan _____
Plan Sequence Number _____

NOTE: Section numbers used below correspond to the Adoption Agreement sections to which the Amendment provisions relate.

SECTION THREE: CONTRIBUTIONS

Complete Parts A and B.

The purpose of this Amendment is to allow Roth Elective Deferrals to be made to the Plan. The contribution requirements previously selected on your Plan's Adoption Agreement with respect to Elective Deferrals will apply to Roth Elective Deferrals, except as modified below. If a Matching Contribution formula for Elective Deferrals was selected on your Plan's Adoption Agreement, that same Matching Contribution formula will be applied to Roth Elective Deferrals but the combined Matching Contribution for Pre-Tax and Roth Elective Deferrals will not exceed the amount indicated in the Adoption Agreement for Pre-Tax Elective Deferrals.

Part A. Effective Date

Roth Elective Deferrals may be made beginning _____ (specify a date no earlier than January 1, 2006). No Roth Elective Deferrals may be made before this date.

Part B. Rollover Contributions of Roth Elective Deferrals

Will the Plan accept Direct Rollovers of Roth Elective Deferrals (select one)?

Option 1: Yes.

Option 2: No.

NOTE: If no option is selected, Option 2 will apply.

SECTION FIVE: DISTRIBUTION AND LOANS

Complete Parts A and B below.

All distribution and loan elections previously made on your Plan's Adoption Agreement with respect to Elective Deferrals will apply to distributions and loans of Roth Elective Deferrals except as modified below.

Part A. Hardship Distributions of Roth Elective Deferrals

If the Plan permits a hardship distribution of Pre-Tax Elective Deferrals under Plan Section 5.01(A)(6), may a Participant request a hardship distribution of Roth Elective Deferrals (select one)?

Option 1: Yes.

Option 2: No.

Option 3: N/A. (By selecting this option, you are indicating that your Plan currently does not allow for hardship distributions.)

NOTE: If no option is selected, Option 1 will apply.

Part B. Distributable Events – Attainment of Age 59½

If the Plan permits distributions of Pre-Tax Elective Deferrals upon the Participant's attainment of age 59½, may a Participant request a distribution of Roth Elective Deferrals upon attainment of age 59½? (Select one. If the Plan was established using a Simplified Adoption Agreement, you must select N/A.)

Option 1: Yes.

Option 2: No.

Option 3: N/A. (By selecting this option, you are indicating that your Plan currently does not allow for distributions upon attainment of age 59½.)

NOTE: If no option is selected, Option 1 will apply.

Signature of Employer

1. I acknowledge that I have relied upon my own advisors regarding the completion of this Amendment and the legal and tax implications of amending this Plan;
2. I understand that my failure to properly complete this Amendment may result in disqualification of the Plan; and
3. I have received a copy of this Amendment.

Signature of Adopting Employer _____ Date Signed _____
Type Name _____ Title _____