

start saving

with three easy steps



Decide



Choose



Get started

Guide to Your Retirement Plan

Brosna Communications International, Inc 401(k) Plan

save for tomorrow benefit today



Brosna Communications International, Inc 401(k) Plan

This plan is one of the most valuable employee benefits your company offers because it provides a convenient, tax-advantaged way to save for your retirement. Take a few minutes to read through this booklet, then follow the 3 easy steps to start saving for your future.

It's likely you'll need to save a substantial amount to replace your salary in your retirement years, and it's up to you to save enough for your future financial security. By participating in the plan, you can benefit from:

- **Current income tax breaks today or tax breaks tomorrow.**

Depending on which type of contributions you decide to make - traditional 401(k) or Roth 401(k) - saving through the plan could either lower the amount of income tax the government takes from your paycheck (pre-tax contributions) or tax your contributions today, and no taxes will be taken at withdrawal when certain conditions are met (Roth).

- **Convenient payroll deductions.**

Deposits are made to your account directly and automatically from your paycheck.

- **An easy way to choose plan investments.**

How the money you save is invested is up to you. You can either create your own portfolio allocation from your fund listing or create your asset allocation with just one fund —by selecting one of the professionally managed, pre-mixed diversified investment options that match your retirement goals.

- **Plan services that make saving easier.**

Your plan offers account management features that can make your retirement planning easier.

- **An account you can take with you.**

You may rollover eligible assets from a previous employer into the plan, and should you leave the company, your vested balance is yours to take with you.

Don't put off saving!

Your plan can help you save for a more secure financial future. Start saving today!

Three easy steps



Decide how much to save

Deciding on a savings goal is an important step in planning for your retirement.



Choose your investment approach

Understanding the various types of investments can help you decide where and how to invest your contributions.



Get started today

Your plan makes it easy to start saving for your future financial security.

Ready to enroll?

Go to Step 3 to find out how to get started saving now.

decide

how much to save

Replacing your salary

Deciding on a savings goal can be overwhelming, but it is an important step in planning for your retirement. Experts believe you'll need between 70% - 90% of your current income annually to replace your salary once you stop working.* However, depending upon your anticipated plans for your retirement, you may want to save more.

You should calculate your retirement savings goal so you can determine how much to contribute. For help, go to www.mykplan.com to access retirement planning tools, calculators, and information for all levels of investors. Remember to review your account regularly to ensure you're on track for meeting your retirement savings goal.

Your plan contributions

Your plan allows you to contribute to your account on a pre-tax basis (up to specified limits). Your plan allows you to contribute

on an after-tax basis through Roth 401(k) contributions. You should consider contributing as much as you can to take full advantage of the tax savings your plan offers.

Those age 50 or over, may be eligible to save even more through catch-up contributions, which allow you to save an additional \$5,500 (2010) in your plan.

A smart way to save more

You may also elect Save Smart®, an account management feature that can help you save more for your retirement and manage your account more easily by allowing you to save gradually over time—as you can afford to. It lets you automatically increase your pre-tax plan contribution by 1, 2, or 3% annually on the date you choose—such as in the month you expect to receive your annual salary increase.

* Social Security Administration

Start saving as early as you can

How much you save year after year will have the greatest impact on your account balance at retirement—and *when* you start saving is a close second. Michelle and Steve each saved \$200 each month. Michelle started saving at age 25 and contributed for 10 years, leaving her money in the account to compound until she retired at age 65. Steve waited to start saving until age 35 and made contributions for 30 years. By starting 10 years earlier, Michelle's account grew to over \$100,000 more than Steve's at retirement, while she contributed \$48,000 less.

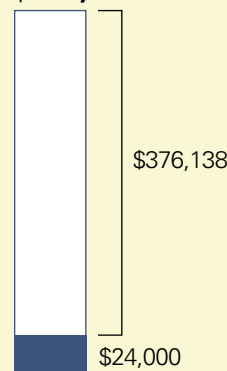
Social Security

Social Security will provide just a fraction of the income you'll need to replace in retirement—the rest will come from your savings, working, or other sources. To get a better idea of your estimated Social Security benefit, go to www.ssa.gov or call 1-800-772-1213.

Michelle starts now

Contributions for 10 years

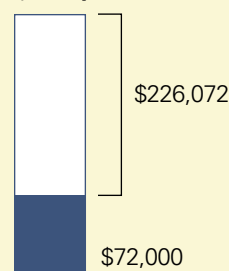
\$400,138



Steve waits 10 years

Contributions for 30 years

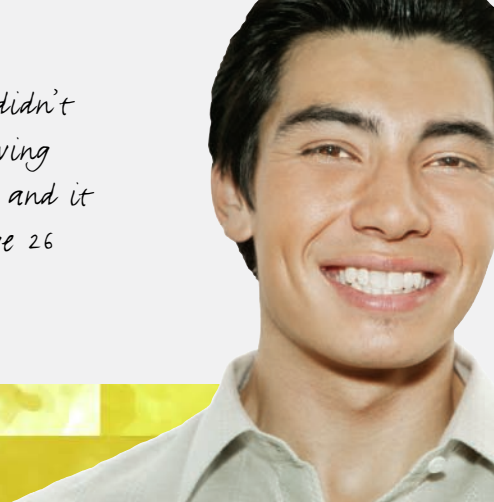
\$298,072



□ Earnings ■ Contributions

For illustrative purposes only, results may vary. The investments are not reflective of any specific fund in your plan. Assumes an 8% rate of return and the reinvestment of earnings. A plan of systematic savings does not ensure a profit or prevent a loss in a declining market.

When my company first introduced our retirement plan, I wanted to save, but didn't think I could stretch my paycheck any further. But with the tax benefits of saving through the plan, I found that I could put away some money for my retirement and it didn't change how much I took home in my paycheck all that much. – Rob, age 26



Reduce your income taxes today

Think you can't afford to save? You can't afford not to. When you save pre-tax, your plan contributions are deposited into your account before taxes are deducted from your salary. And with this tax break, it **costs you less to contribute** so you can afford to save more than you think.

In the chart to the right, you can see the advantage of making contributions from your pay before it is taxed. Notice that the out-of-pocket amount is less than the amount you would be contributing to the plan.

Choose to pay income taxes now, or later

You can choose to defer paying taxes on your plan contributions until you withdraw your money at retirement by saving pre-tax, or pay the income taxes on your contributions while you're working, rather than when you retire, by saving after-tax through a Roth 401(k). When choosing whether a traditional 401(k) or a Roth 401(k) is right for you, the most important consideration is your current tax rate versus your tax rate at the time of distribution. Your Web site contains information that can help you decide which is right for you.

Pre-tax saving

It costs less than you think to save for your retirement

Annual Salary: \$30,000

Tax Bracket: 15%

Pre-tax Contribution Rate	2%	4%	6%
Weekly Plan Contribution	\$ 11.54	\$ 23.08	\$ 34.62
Weekly Tax Savings	\$ 1.73	\$ 3.46	\$ 5.19
Weekly Out-of-Pocket Amount	\$ 9.81	\$ 19.62	\$ 29.43
Annual Contribution	\$ 600	\$ 1200	\$ 1800
Annual Tax Savings	\$ 90	\$ 180	\$ 270
Account Balance 30 Years	\$ 75,015	\$ 150,030	\$ 225,044

This chart is for illustrative purposes only. This example assumes an 8% annualized rate of return, compounded monthly.

choose

your investment approach

Understanding and balancing risk

All investments carry some risk. Most people think of risk as the chance their investment will lose money. But if you invest only in those lower risk investments they may not give you the returns you need to reach your goals. Understanding the types of investment risk can help you decide how to invest your savings.

Market risk is the change in value of your investment in response to market conditions. Sometimes the value of an investment is up, sometimes it is down. ***Market risk may be a reason to consider a more conservative investment strategy.*** **Inflation risk** is equally important. It is the risk that your money will not maintain its purchasing power over time. ***Inflation risk may be a reason to consider a more aggressive investment strategy.***

Generally, the more risk an investment carries, the greater the potential for a higher return, and the less risk, the lower the potential return. Fortunately, there are ways you can balance your risk:

Diversify. Spreading your money across different types of assets (stocks, bonds, and stable value/money market investments) can reduce your overall risk because often different kinds of investments do not perform the same way at the same time. For example, when one type of investment is up, another may be down.

Put time on your side. Getting started today can increase your chances of accumulating more savings for your retirement due to the compounding of your contributions and the earnings on those contributions. Starting sooner also can allow you to invest more aggressively.

Invest regularly. Making regular contributions is a smart and easy way to invest. Each contribution buys shares in your investments—some at lower prices and some at higher prices. Over time, this process, dollar cost averaging, could lower the average purchase price of your investment.

Invest for the long term. Once you've created the right diversified investment mix, stay with it — and keep it balanced. Your investment strategy should take into account your age, years to retirement and tolerance for risk. You should re-review this strategy when you make life changes or as you are nearing retirement, but for the most part, maintain it over the long term. Remember, you can keep your account balanced using the Automatic Account Rebalancing feature.

Diversification does not guarantee a profit or protect against a loss in a declining market. There is no guarantee that your balance will increase over time.

I don't know much about investing or the stock market, and I don't have the time to do the research, so I choose to use one of the pre-mixed investment options offered in my plan. It made deciding how to invest for retirement easy, and I feel comfortable knowing that my money is invested as it should be — according to my age and investor profile.

- Fran, age 31



2

Two ways to invest

A complete list of your plan investment options appears in the Performance Summary. To invest your contributions, choose the approach you feel is best for you:

Choose an asset allocation fund.

Your plan offers you a one-step solution for creating a diversified asset allocation for your plan savings through just one investment option. Choose either the fund with the date closest to your anticipated retirement date or the risk-based fund with the allocation that most closely reflects your investor type, whichever your plan offers.

If you choose this approach, skip to Step 3 to get started saving today!

Create your own asset allocation.

When building your own investment mix, remember it's important to spread your savings among different investments. A diversified allocation can help smooth the ups and downs of market cycles. Experts consider account allocation to be one of the most important decisions you can make in your retirement planning.*

Take a look at the sample asset allocation models on this page. Complete the Personal Investor Profile questionnaire on this page to help you decide how to allocate your plan savings among the different investment types.

*Ibbotson, Roger G. and Paul Kaplan, "Does Asset Allocation Policy Explain 40 Percent, 90 Percent or 100 Percent of Performance?" Financial Analysts Journal, Jan./Feb. 2000

Personal Investor Profile

Answer the following to determine your investor profile.

Risk Tolerance

KEY A-D

- 1 = Strongly Disagree 4 = Agree
2 = Disagree 5 = Strongly Agree
3 = Neutral

	Circle Score
A I'm willing to risk short-term loss for a potentially higher long-term total gain.	1 2 3 4 5
B Earning higher long-term returns to allow my money to outpace inflation is one of my most important investment objectives.	1 2 3 4 5
C I'm willing to tolerate sharp up and down swings in the value of my investments for a potentially higher return than I might expect from more stable investments.	1 2 3 4 5
D I do not expect to withdraw money from my retirement savings within the next five years.	1 2 3 4 5

Time Horizon

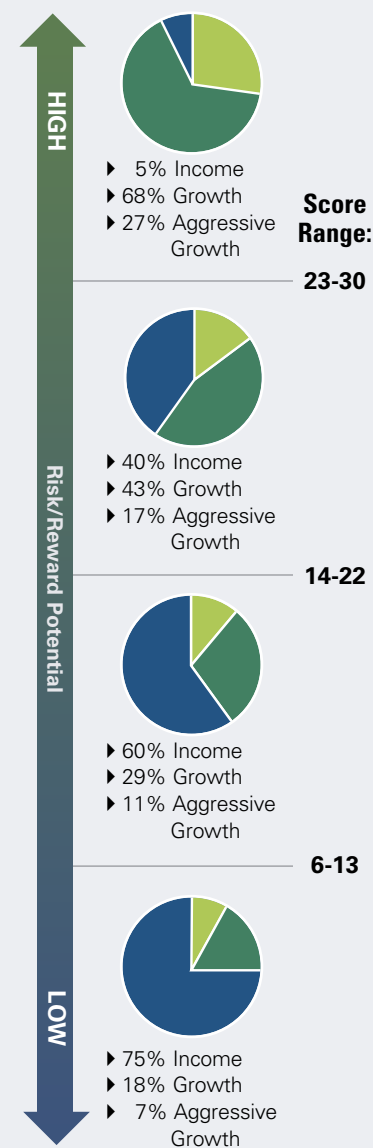
KEY E-F

- 1 = 0-4 years 4 = 15-19 years
2 = 5-9 years 5 = 20+ years
3 = 10-14 years

E Number of years until I expect to take distributions from my retirement plan.	1 2 3 4 5
F Number of years until I plan to retire.	1 2 3 4 5
Your Score (Total the circled numbers.)	

Investor Profile Score

Match your investor profile score to one of the sample portfolios below:



This example portfolio is hypothetical, used for illustrative purposes only.



I thought saving for my retirement would be overwhelming, but my plan made it really easy for me to get started. It was easy to understand what my plan offered and I had access to the information and resources I needed to make decisions about my retirement. I feel better knowing that I am planning for my future. – John, age 27

get started

3

Start saving today

It's easy to start saving for your future financial security. Just follow these steps:

- Review the information provided in this guide and either complete any necessary forms or follow the enclosed instructions to start saving for your future today.
- Your plan is an automatic enrollment plan. To help you achieve your retirement goals, 2% will automatically be deducted before-tax from your paycheck and deposited in your retirement plan account in your plan's default fund. You may decline enrollment through your Web site or the Voice Response System. Refer to your welcome letter for more information and dates when you need to take action.
- Submit your completed beneficiary designation forms to your employer.

Stay on track

Once you have enrolled in your plan, you will have a number of easy and convenient ways to review your account, make changes, and get help:

- Quarterly Retirement Savings Plan Account Statement
- www.mykplan.com
- Toll-free Voice Response System

All of these resources can help you manage your account and stay on track for meeting your future financial goals.

Learn more

Now that you know some basics, you can consider how you would like to invest for retirement. To learn more, go to **www.mykplan.com** to access calculators and tools, get tips on making the most of your plan, and to brush up on your investment know-how.

Brosna Communications International, Inc
401(k) Plan



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[illegible][illegible]

□□□□□□□□□□□□□□□□ □□ □□□□□□-□□□□

Birth Date: - -
Month Day Year

Hire Date: - -
Month Day Year

CHOOSE THE PERCENTAGE OF PAY TO CONTRIBUTE *(Enter whole % only.)*

If you do not complete this Enrollment Form, 2% of your before-tax earnings from each paycheck will be deducted automatically and contributed to your Plan account. These contributions will be invested in the plan default fund unless you make an election in Section II.A. Deductions are subject to maximum deferral and contribution limits. Total 401(k) and Roth 401(k) deductions cannot exceed 80% of your compensation.

- 401(k) Contributions: I elect to contribute % of my before-tax compensation.
- Roth 401(k) Contributions: I elect to contribute % of my after-tax compensation.
- If you contributed to another 401(k), 403(b) or SIMPLE IRA plan this year, please notify your HR Department.
- ☐ I want to elect Save Smart® to automatically increase the before-tax amount I contribute to my account each year. (NOTE: All 3 blanks must be completed for a valid election.) Increase my contribution by an additional percent (enter one of the following: 1, 2 or 3%) each year until my contribution reaches % (enter your desired maximum contribution rate, not to exceed the plan maximum of 80%) on the first business day of (enter month number: 1=January, 2=February, etc.).
- Automatically rebalance my entire account balance to match my most recent investment allocation:
☐ Quarterly ☐ Semi-annually ☐ Annually

II Choose Your Investments on the following page(s)

III ACKNOWLEDGMENT AND SIGNATURE

Check (✓) only the box that applies, then sign and date the form below. I have read and I understand the Summary Plan Description, have completed the Beneficiary Form, and agree to be bound by the provisions of the Plan. I have also reviewed a current prospectus and description for each of the funds, and understand the objectives, risks, expenses and charges associated with each.

- ☐ I authorize the company to make the necessary payroll deductions from my compensation as indicated in Section I of this form. This election will remain in effect until I elect to change or to discontinue the payroll deductions. Furthermore, I understand that if I fail to complete the investment election in Section II.A, I will be deemed to direct that future contributions will be invested in the plan default fund.
- ☐ I decline enrollment and have made no contribution elections.

In an effort to eliminate or reduce the negative effects of short-term trading and market timing, many investment companies have established excessive trading and/or redemption fee policies for certain investments. ADP Retirement Services, whenever possible, implements the investment company's market timing policy (please review the fund's prospectus for information on a specific fund company's policies). However, there are instances when in consultation with an investment fund company, ADP Retirement Services may need to implement its own market timing policy, or may impose a market timing policy which the individual fund company has agreed to or requested that is different than the policy in the fund's prospectus. Because investment options in your retirement savings plan may be subject to these policies, please refer to your Web site (or, if the Web site is not available to you, call a Client Services Representative) for additional information.

Signature of Employee/Participant

Date _____ (form continues on back →)

FOR PLAN ADMINISTRATOR USE ONLY (MUST BE COMPLETED)

2	2	0	5	6	6				
---	---	---	---	---	---	--	--	--	--

Payroll Frequency: ☐ Weekly ☐ Bi-Weekly ☐ Semi-Monthly ☐ Monthly

Date Received: _____ Plan Administrator Approval: _____

Social Security #:

 - -

Employee Name:

 Last, First, Middle

Current Marital Status:

☐ Single

☐ Married

☐ Divorced

☐ Legally separated or abandoned
 (Must provide court order to Plan Administrator)
**I BENEFICIARY INSTRUCTIONS**

The Beneficiary Designation Form is used to designate the recipient of your account balance upon your death. This form must be completed by all employees when completing the Enrollment Form or Rollover Form (if not previously enrolled).

Section II. A primary beneficiary must and a secondary beneficiary may be designated. If you are married, your spouse must be the sole primary beneficiary, unless your spouse approves otherwise and signs the waiver below. If the primary beneficiary(ies) predeceases you, the secondary beneficiary(ies) will receive the account balance. You must attach an additional beneficiary form(s), if you elect to designate more than two primary and/or more than two secondary beneficiaries. Please ensure all primary beneficiaries' benefit percentages total 100%. Also, ensure all secondary beneficiaries' benefit percentages total 100%. Please note that a Joint Primary Beneficiary can be the same person named as the secondary beneficiary. Sign and date the form upon completion.

Section III. If you are legally married and have chosen a primary beneficiary other than your spouse, Section III must be completed and notarized.

II BENEFICIARY DESIGNATION**Primary Beneficiary**

SSN#:

 - -

Name:

Last, First, Middle

Address:

Street

Apt. # / PO Box #

City, State, Zip

Relationship:

Birth Date:

Month Day Year

 %

SSN#:

 - -

Name:

Last, First, Middle

Address:

Street

Apt. # / PO Box #

City, State, Zip

Relationship:

Birth Date:

Month Day Year

 %
Secondary Beneficiary

SSN#:

 - -

Name:

Last, First, Middle

Address:

Street

Apt. # / PO Box #

City, State, Zip

Relationship:

Birth Date:

Month Day Year

 %

SSN#:

 - -

Name:

Last, First, Middle

Address:

Street

Apt. # / PO Box #

City, State, Zip

Relationship:

Birth Date:

Month Day Year

 %

If none of my designated beneficiaries are living at the time of my death, or I have not designated a beneficiary, then any distribution of my plan accounts shall be payable to a default beneficiary or beneficiaries in accordance with the terms of the plan. If any primary or contingent beneficiary dies before me, his or her interest and the interest of his or her heirs shall terminate completely, and the percentage share of any remaining beneficiary(ies) shall be increased on a pro rata basis. If no primary beneficiary survives me, the contingent beneficiary(ies) shall acquire the designated share of my plan balance.

Signature of Employee/Participant

Date

III SPOUSAL CONSENT (Do not complete if your spouse is the sole beneficiary.)

I hereby consent to the above designation by my spouse of a beneficiary other than me under the Plan and I understand that my spouse's election is not valid unless I consent to it, and that my consent is irrevocable unless my spouse revokes the election. I have read the instructions above and understand that by consenting to the above designation, either (i) no benefit from the Plan will be payable to me upon my spouse's death or (ii) only a partial benefit from the Plan will be payable to me upon my spouse's death if a Joint Primary Beneficiary Designation was elected above.

Signature of Spouse

Date

Acknowledgment of Witness:

I hereby acknowledge that _____, to me known personally, appeared before me on the _____ day of _____ (mo), _____ (yr) and subscribed his/her name above and acknowledged to me that he/she did so as his free and voluntary act and deed for the uses and purposes set forth in this beneficiary designation form.

Notary Public for the State/Commonwealth of: _____

Affix Seal Here

My commission expires: _____ County of: _____

Last. First. Middle

Street

Apt. # / PO Box #

City

Stat

Zip Code

Month

Day

Year

Month

Day

Year

11

ADP Retirement Services Performance Summary

For the month ending December 31, 2009

Current performance may be lower or higher than the performance data quoted. For most recent performance, go to www.mykplan.com.

Fund Name/Inception	Morningstar Category	Ticker ²	Average Annual Total Returns (NAV)						Expense Ratio	
			Month	QTR ³	1 Yr	3 Yr	5 Yrs	10 Yrs ⁴	Net	Gross
Income										
SSgA Stable Value Fund (N/A)	N/A	N/A	0.13%	0.41%	1.77%	2.86%	3.17%	3.70%	0.85%	0.85%
PIMCO Total Return Fund - Class A (01/1997)	Intermediate-Term Bond	PTTAX	-0.90%	0.87%	13.33%	8.67%	6.35%	7.15%	0.90%	1.08%
Growth & Income										
T. Rowe Price Retirement Income Fund - Class R (10/2003)	Retirement Income	RRTIX	0.71%	2.75%	21.57%	1.38%	3.58%	N/A	1.08%	1.08%
T. Rowe Price Retirement 2010 Fund - Class R (10/2003)	Target Date 2000-2010	RRTAX	1.23%	3.67%	27.35%	-0.49%	3.20%	N/A	1.14%	1.14%
T. Rowe Price Retirement 2020 Fund - Class R (10/2003)	Target Date 2016-2020	RRTBX	1.82%	4.57%	33.44%	-2.07%	2.69%	N/A	1.23%	1.23%
T. Rowe Price Retirement 2030 Fund - Class R (10/2003)	Target Date 2026-2030	RRTCX	2.30%	5.21%	37.46%	-3.32%	2.36%	N/A	1.28%	1.28%
T. Rowe Price Retirement 2040 Fund - Class R (10/2003)	Target Date 2036-2040	RRTDX	2.44%	5.41%	38.48%	-3.62%	2.18%	N/A	1.29%	1.29%
T. Rowe Price Retirement 2050 Fund - Class R (12/2006)	Target Date 2050+	RRTFX	2.42%	5.33%	38.33%	-3.60%	N/A	N/A	1.29%	1.29%
Growth										
BlackRock Equity Dividend Fund - Investor A Class (10/1994)	Large Value	MDDVX	1.14%	6.75%	21.87%	-2.12%	4.61%	5.53%	1.11%	1.11%
RS Large Cap Alpha Fund - Class A (06/1972)	Large Blend	GPAFX	2.35%	3.09%	24.89%	0.45%	4.24%	-2.38%	0.93%	0.95%
SSgA S&P® 500 Index Fund (N/A)	N/A	N/A	1.87%	5.86%	25.89%	-6.21%	-0.22%	-1.60%	0.70%	0.70%
Alger Capital Appreciation Institutional Fund - Class I (11/1993)	Large Growth	ALARX	4.70%	7.03%	49.11%	3.26%	8.36%	-1.31%	1.18%	1.18%
Victory Established Value Fund - Class A (05/2000)	Mid-Cap Value	VETAX	4.57%	5.32%	34.32%	0.85%	5.88%	N/A	1.29%	1.29%
SSgA S&P MidCap Index Fund (N/A)	N/A	N/A	6.22%	5.36%	36.45%	-2.49%	2.60%	5.69%	0.70%	0.70%
American Century Heritage Fund - Class A (07/1997)	Mid-Cap Growth	ATHAX	5.40%	4.91%	36.51%	2.14%	8.70%	3.65%	1.26%	1.26%
Aggressive Growth										
Janus Overseas Fund - Class S (07/2009)	Foreign Large Growth	JIGRX	5.19%	3.96%	N/A	N/A	N/A	N/A	1.22%	1.22%
MainStay ICAP International Fund - Class R2 (08/2006)	Foreign Large Value	ICEYX	1.53%	3.76%	27.34%	-4.59%	N/A	N/A	1.50%	1.50%
SSgA International Index Fund (N/A)	N/A	N/A	1.35%	1.90%	31.08%	-6.71%	2.77%	0.27%	0.95%	0.95%
Perkins Small Cap Value Fund - Class S (07/2009)	Small Value	JISCX	5.33%	5.55%	N/A	N/A	N/A	N/A	1.36%	1.36%
SSgA Russell Small Cap Index Fund (N/A)	N/A	N/A	8.02%	3.66%	26.47%	-6.71%	-0.30%	2.56%	0.95%	0.95%
Fidelity® Advisor Small Cap Fund - Class T (09/1998)	Small Blend	FSCTX	5.05%	4.33%	27.60%	1.64%	4.31%	2.96%	1.54%	1.54%

¹ The 7-day yield more closely reflects the current earnings of the money market fund than the total return quotation.

² Commingled Funds are not publicly traded mutual funds and are not listed in public stock market listings such as the Wall Street Journal.

³ Quarter-end returns are for the most recent quarter-end performance. (Quarter-end periods are 3/31, 6/30, 9/30 and 12/31.)

⁴ 10 year or since inception of the fund.

Investment Returns and principal value of an investment will fluctuate so that when an investor's shares are redeemed, they may be worth more or less than the original cost. The returns represent past performance. Past performance is no guarantee of future results.

An expense ratio is a fund's annual operating expenses expressed as a percentage of average net assets and includes management fees, administrative fees, and any marketing and distribution fees. Expense ratios directly reduce returns to investors. The expense ratio typically includes the following types of fees: accounting, administrator, advisor, auditor, board of directors, custodial, distribution (12b-1), legal, organizational, professional, registration, shareholder reporting, sub-advisor, and transfer agency. The expense ratio does not reflect the fund's brokerage costs or any investor sales charges. For publicly traded mutual funds, the net prospectus expense ratio is collected from the fund's most recent prospectus and provided by Morningstar. This is the percentage of fund assets paid for operating expenses and management fees. In contrast to the net expense ratio, the gross expense ratio does not reflect any fee waivers in effect during the time period. Morningstar pulls the prospectus gross expense ratio from the fund's most recent prospectus. Commingled Fund expense ratios are provided by the investment managers.

For complete information on the funds, please see the prospectus and consider the investment objective, risks, charges and expenses before investing. The prospectus contains this and other important information related to the funds and the investment company. Please read it carefully before investing. To obtain a prospectus, please see your plan sponsor or your plan administrator or go to www.mykplan.com.

Investment options are available through ADP Broker-Dealer, Inc., an affiliate of ADP, Inc., One ADP Blvd, Roseland, NJ. Member FINRA, SIPC.

SSgA Stable Value Fund

STRATEGY: Seeks to preserve principal while maintaining a rate of return comparable to other similar fixed income investments without market value fluctuations. Primarily invests in investment contracts held at book value (issued by insurance companies, banks or other financial institutions), and high quality short investment products. SSgA Stable Value Fund is a portfolio consisting of Guaranteed Investment Contracts. SSgA is the investment manager for the Stable Value Fund. This fund is managed exclusively for participants in certain plans for which ADP Retirement Services provides recordkeeping and related services.

PIMCO Total Return Fund - Class A

STRATEGY: The investment seeks maximum total return. The fund normally invests at least 65% of assets in a diversified portfolio of Fixed-Income Instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It invests primarily in investment-grade debt securities, but may invest up to 10% of total assets in high-yield securities (junk bonds). The fund may invest all assets in derivative instruments, such as options, futures contracts or swap agreements, or in mortgage- or asset-backed securities.

T. Rowe Price Retirement Income Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 42.5% of assets in stock funds, 27.50% in fixed-income funds 30.00% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T. Rowe Price Retirement 2010 Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 59.5% of assets in stock funds, 31.50% in fixed income funds and 9.00% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T. Rowe Price Retirement 2020 Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 76% of assets in stock funds, 21.50% in fixed-income funds 2.50% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T. Rowe Price Retirement 2030 Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 88.50% of assets in stock funds and 11.50% in fixed-income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T. Rowe Price Retirement 2040 Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T. Rowe Price Retirement 2050 Fund - Class R

STRATEGY: The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed-income funds. While the fund is nondiversified, it invests in diversified underlying funds.

BlackRock Equity Dividend Fund - Investor A Class

STRATEGY: The investment seeks long-term total return and current income. The fund invests primarily in a portfolio of equity securities. It normally invests at least 80% of assets in equity securities and at least 80% of assets in dividend paying securities. The fund focuses on issuers that have good prospects for capital appreciation. It may also invest in convertible securities and non-convertible preferred stock.

RS Large Cap Alpha Fund - Class A

STRATEGY: The investment seeks long-term capital appreciation. The fund normally invests at least 80% of net assets in large-cap companies whose market capitalization is within the range of the Russell 1000 index as of June 30 of each year. It primarily invests in equity securities, which may include common stocks, preferred stocks, or other securities convertible into common stock. The fund typically invests most of assets in securities of U.S. companies but may also invest up to 15% of assets in foreign securities. It may also make investments in the real estate sector and invest a portion of assets in master limited partnership units.

SSgA S&P® 500 Index Fund

STRATEGY: Seeks to provide returns that correspond to the total return of U.S. common stocks as represented by the Standard & Poor's 500 Index. The fund invests in individual U.S. common stocks in identical proportions to the Standard & Poor's 500 Index (equity index).

Alger Capital Appreciation Institutional Fund - Class I

STRATEGY: The investment seeks long-term capital appreciation. The fund normally invests at least 85% of net assets plus any borrowings for investment purposes in equity securities of U.S. companies of any market capitalization demonstrating growth potential. It can leverage, that is, borrow money to buy additional securities.

Victory Established Value Fund - Class A

STRATEGY: The investment seeks long-term capital growth. The fund invests primarily in equity securities of companies with market capitalizations within the range of companies comprising the Russell MidCap(R) index. It normally invests at least 80% of net assets in equity securities of companies with market capitalizations within the range of companies comprising the Russell MidCap(R) index.

SSgA S&P MidCap Index Fund

STRATEGY: The Fund seeks to match the performance of the S&P MidCap 400 Index. The Fund invests in all 400 stocks in the Index in proportion to their weighting in the Index. The Fund may also hold 2-5% of its value in futures contracts (an agreement to buy or sell a specific security by a specific date at an agreed upon price). The strategy of investing in the same stocks as the Index minimizes the need for trading and therefore results in lower expenses.

For complete information on the funds, please see the prospectus and consider the investment objective, risks, charges and expenses before investing. The prospectus contains this and other important information related to the funds and the investment company. Please read it carefully before investing. To obtain a prospectus, please see your plan sponsor or your plan administrator or go to www.mykplan.com.

Investment options are available through ADP Broker-Dealer, Inc., an affiliate of ADP, Inc., One ADP Blvd, Roseland, NJ. Member FINRA, SIPC.

American Century Heritage Fund - Class A

STRATEGY: The investment seeks long-term capital growth. The fund primarily invests in companies with earnings and revenues that are growing at an accelerating pace. It normally invests in companies that are medium-sized or smaller at the time of purchase, although it may purchase companies of any size. The fund typically invests in common stocks, but can purchase other types of securities such as preferred stocks, non-leveraged stock index futures contracts and options, and debt securities.

Janus Overseas Fund - Class S

STRATEGY: The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in securities of issuers from countries outside of the United States. It normally invests in securities of issuers from several different countries, excluding the United States. The fund may have significant exposure to emerging markets. It may invest in foreign equity and debt securities, which may include investments in emerging markets.

MainStay ICAP International Fund - Class R2

STRATEGY: The investment seeks a superior total return with income as a secondary objective. The fund invests primarily in equity securities of foreign companies with market capitalizations of at least \$2 billion. It may invest in equity securities of companies that trade in developed, emerging or developing markets. The fund's investments may be publicly traded in the U.S. or on a foreign exchange, and may be bought or sold in a foreign currency. The fund seeks to achieve a total return greater than the MSCI-EAFE index.

SSgA International Index Fund

STRATEGY: The Fund seeks to match the performance of the MSCI EAFE Index while providing daily liquidity. The MSCI EAFE Index consists of almost 1,000 stocks in 21 countries outside of North and South America, and represents approximately 85% of the total market capitalization in those countries. The Fund invests in 3 country/regional funds which together make up the MSCI EAFE Index. Those funds include Europe, Japan, and Pacific Basin ex-Japan. This approach allows investors to gain daily exposure to EAFE as a whole, or any combination of the 3 component parts. The Fund employs an index replication approach in an attempt to match the returns of the Index. Replication results in low turnover, accurate tracking, and low costs. The Fund uses a hierarchy of trading processes when appropriate including internal crossing, external crossing, futures, and agency trades to attempt to capitalize on every opportunity to reduce the Fund's transaction costs. In order to facilitate daily liquidity, the Fund may hold up to 20% of its value in international equity index futures.

Perkins Small Cap Value Fund - Class S

STRATEGY: The investment seeks capital appreciation. The fund normally invests at least 80% of assets in equity securities of undervalued small companies whose market capitalization is within the 12-month average of the capitalization range of the Russell 2000 value index. It may also lend portfolio securities on a short-term or long-term basis, up to one-third of total assets and may, within the parameters of its specific investment policies, invest the assets in derivatives.

SSgA Russell Small Cap Index Fund

STRATEGY: The Russell 2000 Index Strategy seeks to replicate the returns and characteristics of the Russell 2000 Index. The Russell 2000 Index Strategy employs a replication approach to construct a fund whose returns closely track those of the Russell 2000 Index.

Fidelity® Advisor Small Cap Fund - Class T

STRATEGY: The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in equity securities issued by companies with small market capitalizations. These companies generally have market capitalizations that fall within the range of the Russell 2000 index or the Standard & Poor's SmallCap 600 index. It invests primarily in common stocks. The fund may invest in domestic and foreign issuers, as well as growth stocks, value stocks, or both.

ADDITIONAL DISCLOSURES

Investment options are available through ADP Broker-Dealer, Inc., a subsidiary of ADP, One ADP Blvd, Roseland, NJ. Member FINRA, SIPC. ADP Broker-Dealer, Inc. is not an administrator as defined in Section 3(16)A of the Employee Retirement Income Security Act of 1974 (ERISA) and in Section 414(g) of the Internal Revenue Code as amended, nor is it a "fiduciary" within the meaning of ERISA Section 3(21).

NAV (Net Asset Value) is determined by calculating the total assets, deducting total liabilities and dividing the result by the number of shares outstanding.

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Expressed in percentage terms, Morningstar's calculation of total return is determined each month by taking the change in monthly net asset value, reinvesting all income and capital-gains distributions during that month, and dividing by the starting NAV. Reinvestments are made using the actual reinvestment NAV, and daily payoffs are reinvested monthly.

The Investment Strategy is provided by Morningstar® for all publicly traded mutual funds. Investment Strategy information for Money Market funds and certain other types of funds are provided by the respective fund manager.

Investment Type Definitions:

The investment types are four broad investment categories; each fund is categorized based on where the fund is listed in Morningstar, Inc.'s investment category. Income: Money Market, Stable Value, and Fixed Income investment funds. Growth and Income: Balanced and Lifestyle investment funds. Growth: Large and Mid Capitalization investment funds. Aggressive Growth: Small Capitalization, Specialty, Foreign Stock and World Stock investment funds.

The Morningstar Category identifies funds based on their actual investment styles as measured by their underlying portfolio holdings (portfolio statistics and compositions over the past three years). If the fund is new and has no portfolio, we estimate where it will fall before assigning a more permanent category. When necessary, we may change a category assignment based on current information.

Notes

enroll

in your plan

Account Access

You may access your account and conduct transactions 24 hours a day, 7 days a week at www.mykplan.com.* You may speak with a Customer Service Representative at **1-800-mykplan (1-800-695-7526)**.

Plan Eligibility

You will want to begin saving for your future as soon as possible. You can take advantage of this employee benefit as soon as you have met your plan's eligibility requirements. Ask your Plan Administrator when you are eligible to begin saving through your plan.

Vesting

Vesting is simply your ownership of the money in your account. You are always 100% vested in your own contributions, and any rollover contributions (if applicable), as adjusted for any earnings or losses on these contributions.

Plan Investments

You choose how to invest your savings. You may choose from:

- The variety of investments listed in the Performance Summary

Retirement Planning Assistance

Personalized investment advisory services from GuidedChoiceSM

GuidedSavingsSM is the investment advisory service from industry expert GuidedChoice. It can help you decide how much to save for your retirement goals and provide a clear, actionable strategy for your retirement assets tailored to your needs and plan choices. If you select a managed account, you'll also get account rebalancing, annual reallocation based on current information and market conditions, and your annual report. Just access GuidedSavings at www.mykplan.com or call (800) 242-6182 to schedule an enrollment session.

Distributions

Vested savings may be eligible for distribution upon retirement, death, disability or termination of employment.

Rollovers

You can consolidate your retirement assets into one account by rolling over account balances from former employers or other qualified plans. Keeping your retirement assets in one account can help you manage your savings more easily as well as allow you to review a single account statement and maintain one asset allocation for all of your retirement assets. The Rollover form includes instructions for transferring money into your current plan.

Account Management Features

Save Smart[®] allows you to save gradually over time, as you can afford to, to help you meet your retirement savings goals. This feature lets you increase your pre-tax plan contribution by 1, 2, or 3% annually on the date you choose. You may elect this feature on-line at www.mykplan.com.

Automatic Account Rebalancing can help you maintain the long-term investment strategy you decide is appropriate for meeting your savings goals. Once you have created your diversified asset allocation for your savings, automatic Account Rebalancing will rebalance your account as often as you choose: quarterly, semi-annually, or annually. You may elect this feature on-line at www.mykplan.com.

For more information about the details of your plan, contact your Plan Administrator.

*Except during scheduled maintenance.

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Retirement Services



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