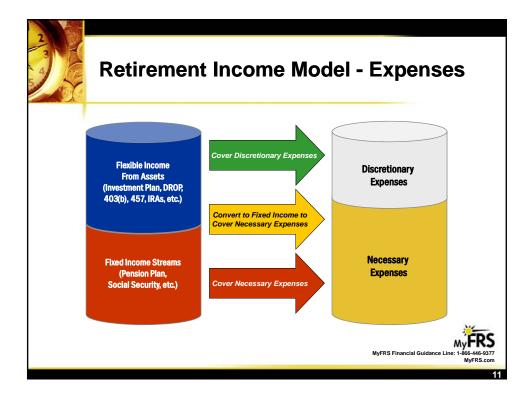


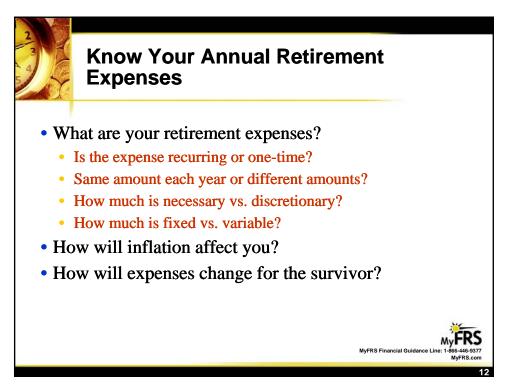




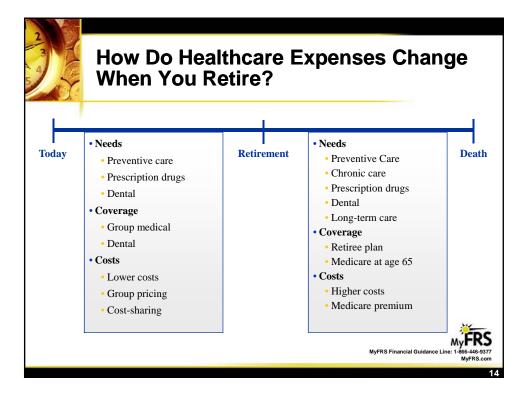
Planning for Longevity

Current Age	Life Expectancy Confidence	Male	Female
55	50%	80	83
	25%	92	94
	10%	97	99
60	50%	81	84
	25%	92	94
	10%	98	99
65	50%	82	85
	25%	92	95
	10%	98	99

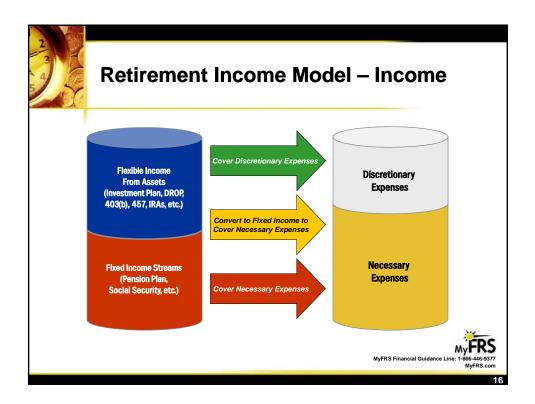


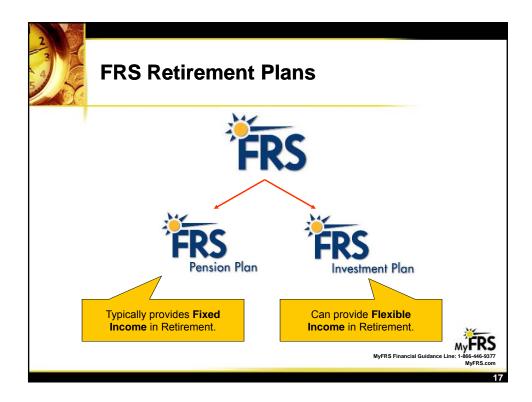


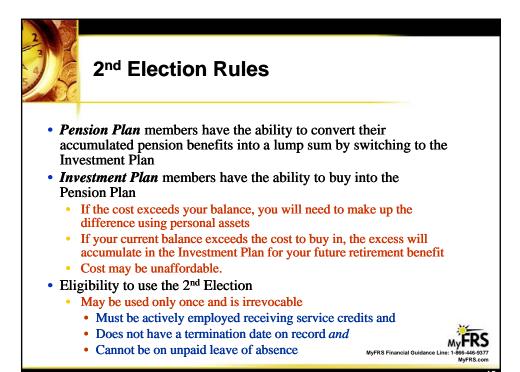
Calculating Retirement Expenses - Example							
Expense	Current Amount	Anticipated Amount					
Housing*	\$18,000	\$10,800					
Food	\$7,200	\$6,000					
Clothing	\$2,600	\$2,000					
Medical Costs	\$4,800	\$8,400					
Other Insurance	\$3,000	\$2,000 \$1,000					
Personal Care	\$1,800						
Transportation	\$4,800	\$3,400					
Entertainment / Travel	\$2,400	\$3,600					
Gifts / Charity	\$1,500	\$1,200					
Income Taxes	\$3,900	\$1,600					
Annual Income Need	\$50,000	\$40,000					
Action Step	*Assumes mortgage	e is paid off by retirement					
Complete the Retirement Expense Worksheet in Appendix C.							

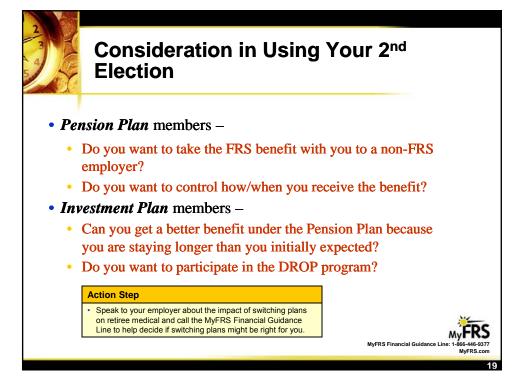


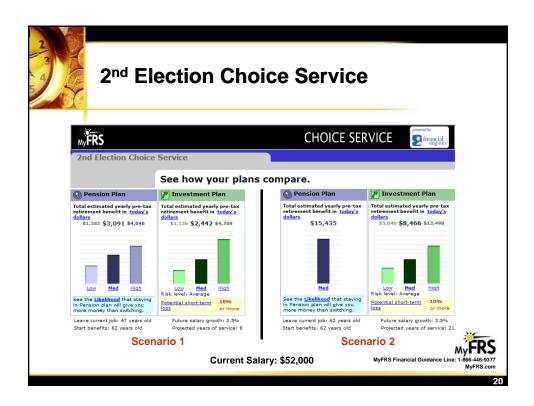
Retin	ee Medical Plans
FRS Retiree Medical I	Plans
Plan Eligibility	Each employer is different Speak with your personnel office regarding eligibility and cost
Health Insurance Subsidy (HIS)	\$5 per month per year of service \$150 per month maximum
Subsidy Eligibility	6 years of service—for those who began their FRS career before July 1, 2011 8 years of service—for those who began their FRS career July 1, 2011 and after Pension Plan: Payable when benefits commence Investment Plan: Payable at normal retirement age or service requirement
Medicare Part A	
Eligibility	Age 65
Cost	Typically no cost
Medicare Part B	
Eligibility	Age 65
Cost	\$104.90-\$335.70/month (per person for new enrollees)

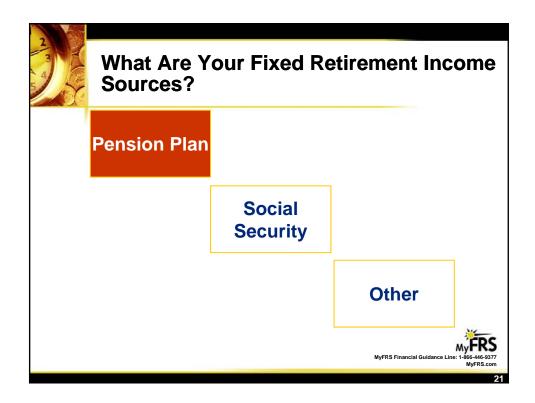




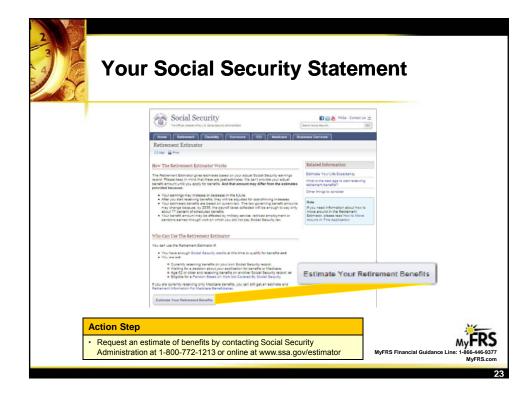








Distribution Options	 All options are lifetime monthly payments Option 1: Single life annuity Option 2: Reduced lifetime annuity to retiree with 10-year payout guarantee Option 3: Reduced joint-and-survivor annuity Option 4: Reduced annuity with ³/₂ survivor annuity
Taxation	 Fully taxable (typically) Taxed as ordinary income in the year received Can elect withholding May be subject to state and local taxes
COLA	 3% COLA for service before July 1, 2011 No COLA for service July 1, 2011 and after





Social Security – When Can You Collect Full Benefits?

Born	Age For Full Benefits	Reduced Benefit At Age 62	Delayed Retirement Credit Per Year
Before 1938	65	80%	5%–7.5% *
1943–1954	66	75%	8%
1960 and Later	67	70%	8%

Note: For years missing add two-month increments to reach your age for full benefits

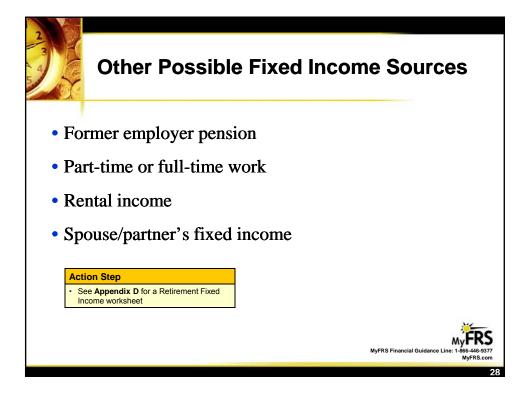


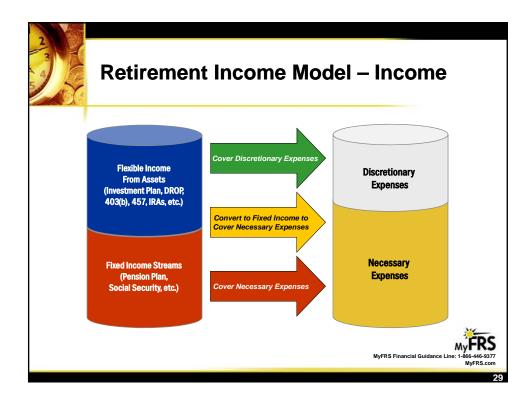


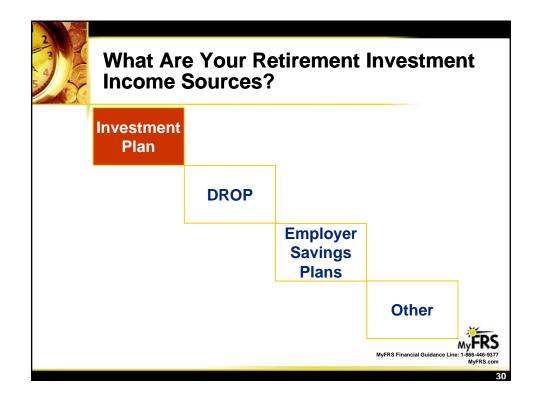


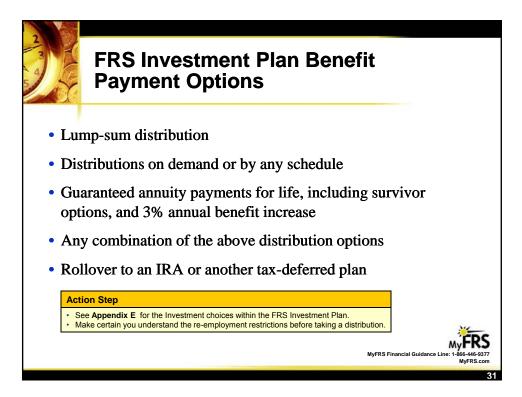
Benefits	xation of Socia		
If "Modified" Adjust	ed Gross Income is:	Amount of Socia	
Single	Married	Security income subject to tax:	
< \$25,000	< \$32,000	0%	
\$25,000-\$34,000	\$32,000-\$44,000	Up to 50%	
> \$34,000	> \$44,000	Up to 85%	

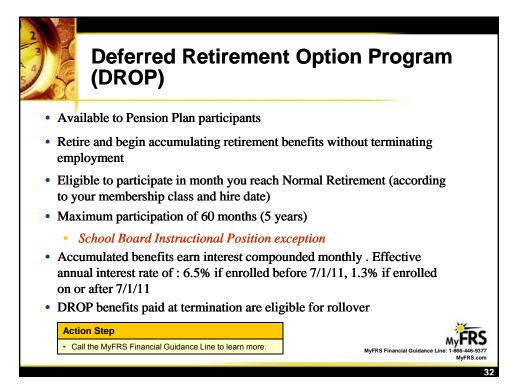
MyFRS Financial Guidance Lin











What Can You Do With Your DROP Account?								
1) Full or partial distribution	Subject to taxation at the time of distribution							
2) Full or partial rollover	Remains tax-deferred							
Where can it be rolled over to?	Investment Plan, 403(b), 457, IRA, other qualified plan							
How long do you have to decide?	60 days from the end of DROP							
What if you do nothing?	Will receive a total distribution subject to taxation							
Action Step								
Call the MyFRS Financial Guidance Line to further the tax implications and help you make a decision								



Other Retirement Assets: Employer-Sponsored Savings Plans

	457 Plan – Deferred Comp	403(b) Plan – Tax Sheltered Annuity				
Contribution \$17,500						
Catch-Up Contributions	Additional contributions allowed if you are 50 and older. Each plan has other "special catch-up" rules based on the time until retirement or length of service.					
Distribution Options	Vary by plan provider					
Action Step						
Contact your plan ad	ministrator to see if you qualify for tributions and to understand your	MyFRS Financial Guidance Line				

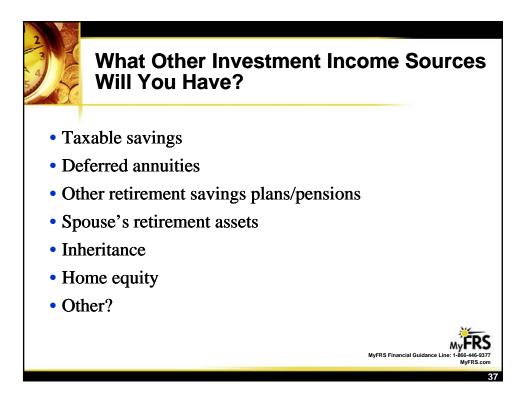
How Do Retirement Plans Compare Once in Retirement?

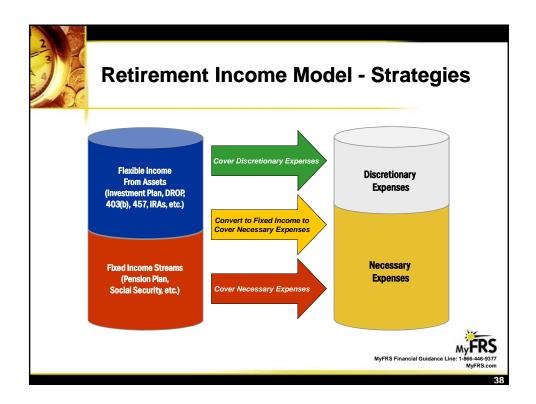
Consideration	Deferral of 403(b) Plan Balance	Deferral of 457 Plan Balance
Investments	Varies by plan sponsor	
Distribution options	Varies by plan sponsor	
Income taxes on Distributions	 Ordinary income on distributions No 10% penalty tax if retire or separate from FRS in the year of or after turning age 55 or if another exception applies 	Ordinary income on distributions No 10% penalty tax on 457 Contributions and Earnings
Fees and expenses	Typically, lower fees and administ	strative costs than IRA
		My MyFRS Financial Guidance Line: 1-8

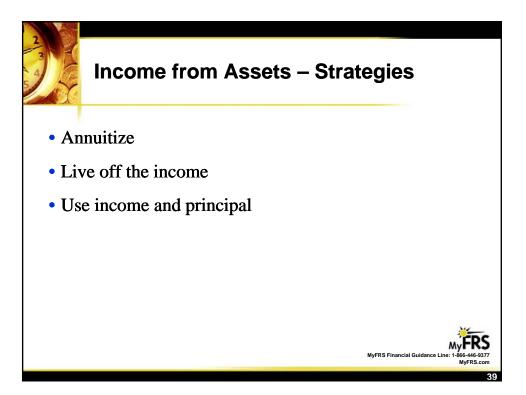


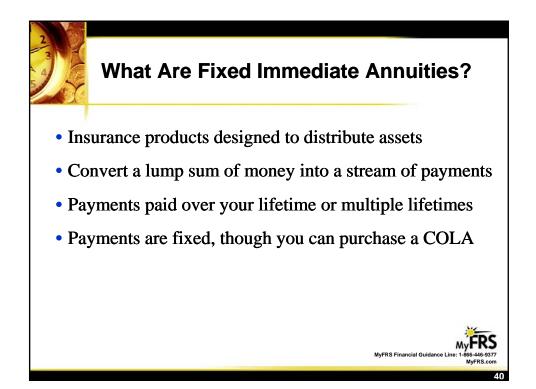
How Do Retirement Plans Compare Once in Retirement?

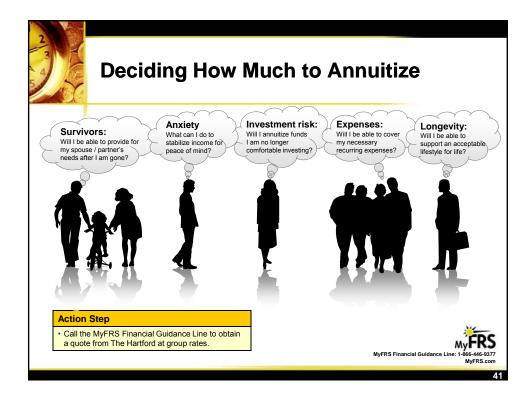
Consideration	Investment Plan	IRA
Investments	Standard Investment Plan choices	Unlimited investment choices
	 May not own individual securities 	
Distribution Options	Flexible choices for distributions	
Income taxes	Ordinary income on distributions	Ordinary income on distributions
	 No 10% penalty tax if retire or separate from FRS in the year of or after turning age 55 or if another exception applies 	 No 10% penalty tax after age 59½ or if another exception applies
Fees and expenses	 Typically, lower fees and administrative costs than IRA 	Typically, higher investment fees and administrative costs
		My MyFRS Financial Guidance Line: 1-8



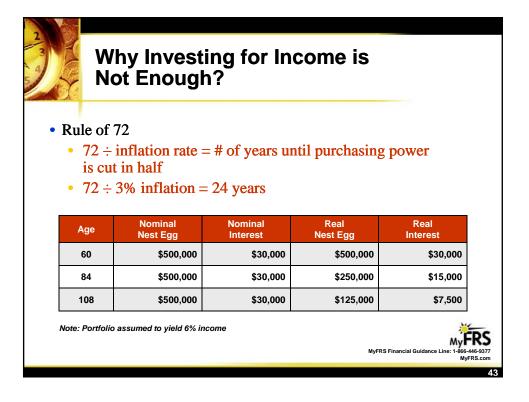








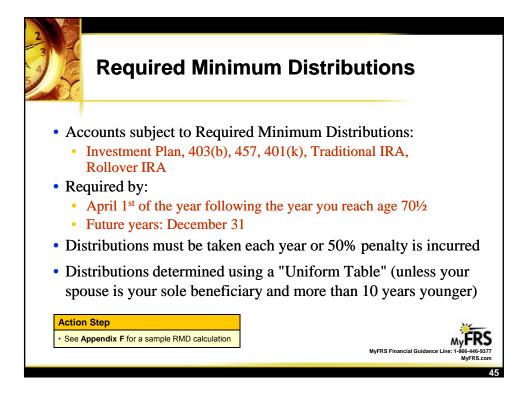




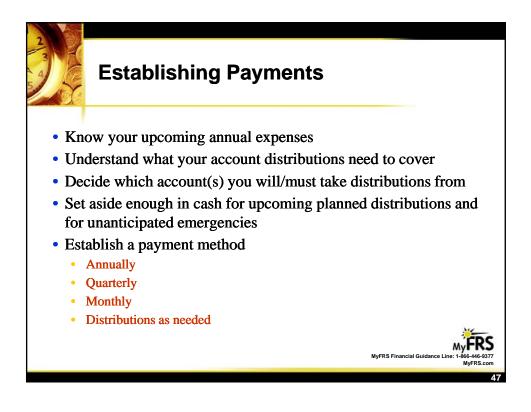


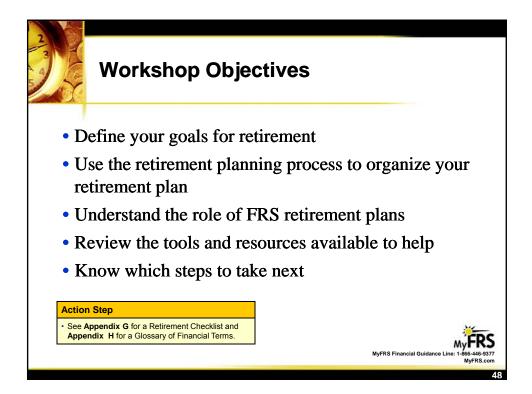
How Many Years Will Your Assets Last Using Both Income and Principal?

						R	ate of Re	turn			
Wit	thdrawal	1%	2%	3%	4%	5%	6%	7%	8%	9%	10%
	10%	9	9	10	10	10	11	12	13	14	15
	9%	10	10	11	11	12	13	14	15	16	18
	8%	11	11	12	13	14	15	16	18	20	24
	7%	12	13	14	15	16	18	20	22	27	36
	6%	14	15	16	18	19	22	25	31	44	*
	5%	17	18	20	22	24	29	36	*	*	*
	4%	20	22	25	28	33	(42)	*	*		
	3%	25	28	33	39	*	*	*	Note: With	drawal rat	e is based o
	2%	35	40	50	*	*				istribution	. Subsequ
	1%	*	*	*	*				inflation.		
						* = 5	0+ years	5	1	MyFRS Fina	ncial Guidance

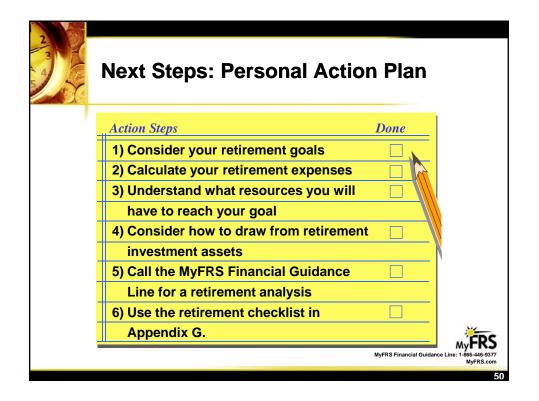


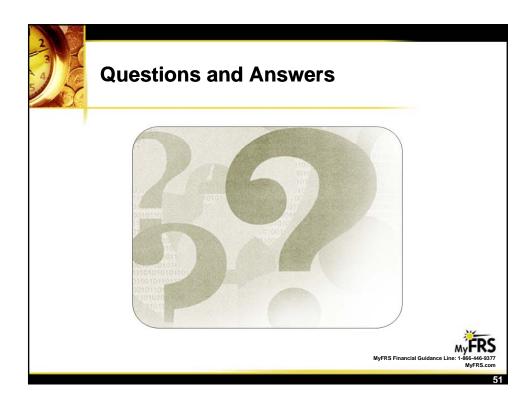














WORKSHOP APPENDICES

Nearing Retirement in the FRS

Appendix	Description	Page
Α	Personal Action Plan	1
В	MyFRS Financial Guidance Line	2
С	Retirement Expense Worksheet	3-4
D	Retirement Fixed Income Worksheet	5
Е	FRS Investment Plan Fund Choices	6
F	Sample Required Minimum Distribution Calculation	7
G	Retirement Checklist	8-9
н	Glossary of Financial Terms	.10-14
I	Disclosure Statements	.15-19



Appendix A

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Appendix B

MYFRS FINANCIAL GUIDANCE LINE

Call 1-866-446-9377, Option 2, for financial planning assistance from Ernst & Young financial planners.

The Ernst & Young planners at the MyFRS Financial Guidance Line are available from 9:00am to 8:00pm ET, Monday through Friday, (except holidays).

When you call the Ernst & Young planners at the MyFRS Financial Guidance Line you are calling one of the largest fee-only personal financial planning counseling groups in the U.S. Ernst & Young is committed to providing you with the highest quality financial planning services.

You can feel confident that the information and guidance you receive is appropriate for your needs because Ernst & Young's financial planners are objective and independent.

When you call the MyFRS Financial Guidance Line for financial planning assistance you should expect:

- ✓ Confidential assistance from highly qualified planners, who average seven years of experience in the financial planning industry
- ✓ Phones that are answered promptly by experienced planners who will assist you with your personal financial planning needs. If you are prompted to leave a message, a planner will return your call as soon as possible
- ✓ Action-oriented guidance based on your personal information and goals
- ✓ Planners who are knowledgeable about FRS retirement plans
- \checkmark An up-to-date record of prior interactions so that you are not starting each call from scratch
- ✓ The ability to ask for the same planner each time you call the MyFRS Financial Guidance Line

What topics can you discuss with the financial planners at the MyFRS Financial Guidance Line?

- ✓ Investment considerations and asset allocation
- ✓ Retirement planning and actions to get or stay on track
- ✓ FRS retirement plan information, projections and comparisons
- \checkmark Ways to reduce debts and increase cash flow
- ✓ Tax planning and recent law changes

The Financial Guidance Line pledge to you: Your decisions are kept confidential and will not be made available to your employer or to any other organization or person outside of the Ernst & Young Employee Financial Education and Counseling practice. Calls are monitored for quality assurance purposes only.

Appendix C

RETIREMENT EXPENSE WORKSHEET

Description	A Current Annual Costs	B Additional or Reduced Costs Anticipated for Retirement (in current year dollars)	C Estimated Cost At Retirement Column A + B
Mortgage/Rent	\$	\$	\$
Property Taxes			
Homeowners Insurance			
Repairs & Maintenance			
Electricity			
Gas/Oil			
Cable/Internet			
Water			
Telephone			
Other Utilities			
Yard Maintenance			
Total	\$	\$	\$
Food	\$	\$	\$
Miscellaneous Supplies			
Laundry			
Other			
Total	\$	\$	\$
Car Payments	\$	\$	\$
Care Repairs/Maintenance			
Car Registration/License			
Commuting			
Other			
Total	\$	\$	\$
Eating Out	\$	\$	\$
Vacation			
Entertainment			
Club Dues			
Other			
Total	\$	\$	\$

Appendix C (continued)

Description	A Current Annual Costs	B Additional or Reduced Costs Anticipated for Retirement (in current year dollars)	C Estimated Cost At Retirement Column A + B
	÷	÷	
Medical Insurance	\$	\$	\$
Doctors/Dentists			
Deductibles/Co-Pays			
Prescriptions			
Other			
Total	\$	\$	\$
	<i>.</i>		
Clothing	\$	\$	\$
Barber/Beautician			
Other			
Total	\$	\$	\$
	<i>.</i>		
Federal Income	\$	\$	\$
State Income			
Social Security			
Other			
Total	\$	\$	\$
	¢	ф.	φ.
Charity	\$	\$	\$
Gifts			
Loans			
Life Insurance			
Savings			
Investments			
Education			
Other	φ	φ	φ
Total	\$	\$	\$
ТОТАТ	ф.	¢	¢
TOTAL	\$	\$	\$

Appendix D

RETIREMENT FIXED INCOME WORKSHEET

	Annual Income	Year Income Begins	Annual Increase	Year Income Ends
Income				
Pension 1				
Pension 2				
Pension 3				
Pension 4				
Social Security 1				
Social Security 2				
Full-Time work				
Part-Time work				
Hobby income				
Rental Income				
Annuity 1				
Annuity 2				
Reverse Mortgage				
Other:				
Other:				
Other:				

Appendix E

FRS INVESTMENT PLAN FUND CHOICES

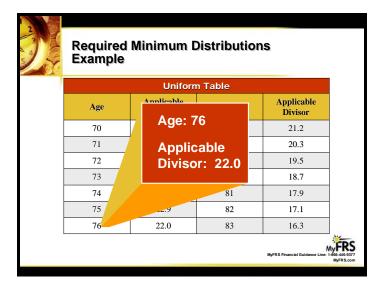
Asset Class	Fund Name		
Balanced Funds	FRS Select Conservative Balanced Fund		
Balanced Funds			
	FRS Select Moderate Balanced Fund		
	FRS Select Aggressive Balanced Fund		
Money Market Funds	FRS Select Yield Plus Money Market Active Fund		
Inflation-Protected	FRS Select U.S. Treasury Inflation-Protected Securities (TIPS)		
Securities funds	Index Fund		
Bond Funds	FRS Select U.S. Bond Enhanced Index Fund		
	PIMCO Total Return Fund		
	Pyramis Intermediate Duration Pool Fund		
	FRS Select High Yield Fund		
U.S. Stock Funds	FRS Select U.S. Stock Market Index Fund		
	FRS Select U.S. Large Value Stock Active Fund		
	FRS Select U.S. Large Growth Stock Active Fund		
	Prudential Mid-Cap Quantitative Core Equity Fund		
	Fidelity Growth Company Fund		
	Fidelity Low Priced Stock Fund		
	Pioneer Fund		
	American Beacon Small-Cap Value Fund		
	T. Rowe Price Small-Cap Stock Fund		
Foreign Stock Funds	FRS Select Foreign Stock Index Fund *		
- or orgin broom i uniub	American Funds Euro-Pacific Growth Fund *		
	American Funds New Perspective Fund *		

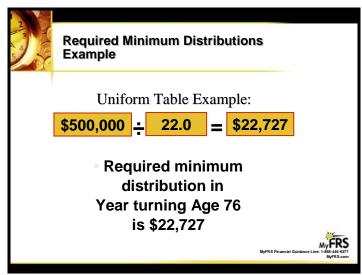
* These funds may have restrictions on your ability to trade.

Go to the Investment Fund tab of MyFRS.com for more details on each of the funds.

SAMPLE REQUIRED MINIMUM DISTRIBUTION CALCULATION

Required Uniform	l Minimum [Table	Distributio	ns		
	Uniform Table				
Age	Applicable Divisor	Age	Applicable Divisor		
70	27.4	77	21.2		
71	26.5	78	20.3		
72	25.6	79	19.5		
73	24.7	80	18.7		
74	23.8	81	17.9		
75	22.9	82	17.1		
	22.0	83	16.3		





Appendix G

RETIREMENT CHECKLIST	
Issue	Completed
Retirement Lifestyle	
Considered your goals in retirement	
Thought of what your daily routine will entail	
Decided where you will live	
Planned for your transition into retirement	
Income Needs	
Determined your recurring annual retirement expenses	
Determined your extraordinary retirement expenses	
Social Security	+
Reviewed your latest statement for accuracy	
Decided when you will draw your benefit	
Contacted Social Security 3 months in advance of starting your benefit	
Pension	
Requested a projection of your pension benefit	
Reviewed the payment options and projections	
Decided when you will begin your benefit	
Chose which payment option to take	
Contacted your plan administrator 3 months before starting your benefit	
Verified your correct mailing address is on file	
Employer Sponsored Savings Plan (401(k), 403(b), 457)	
Reviewed your account options once you retire	
Reviewed the payment options available to you	
Considered whether to leave with your employer or rollover	
Established a payment plan with your plan administrator	
Verified your correct mailing address is on file	
Prepared to start taking Required Minimum Distribution at 70 ¹ / ₂	
Asset Allocation	+
Determined and established an appropriate asset allocation for your	
retirement assets	
Determined and established a cash reserve	<u>+</u> □
Established the frequency of rebalancing your investments	
Income From Investments	
Determined your basic withdrawal strategy	
Considered what portion (if any) of your investments to annuitize	
Established a sustainable withdrawal rate	+
Contacted plan administrators to establish payments	

Issue	Completed
Taxes	Completed
Considered how you will pay your taxes (quarterly payments or	
withholdings) Considered how much to withhold from various income sources	
Spoke to a tax advisor about projecting / sending quarterly payments	
Medical (Dentel Coverence	
Medical / Dental Coverage	
Reviewed your options of retiree medical plans through your employer	
Received estimates/quotes for the cost of retiree medical	
Prepared for changes in medical coverage/costs at 65 when Medicare	
begins	
Assessed whether a Medigap policy is needed	
Long Term Care Insurance	<u> </u>
Assessed the cost of long term care facilities in your area	
Understand your need (if any) for long term care insurance	
Identified the type and amount of coverage you require	
Shopped for and compared the costs and features of various policies	
Life Insurance	
Reviewed your need for life insurance throughout retirement	
Know your options with insurance coverage you have through your	
employer	
Identified any gaps in life insurance coverage	
Shopped for and compared the costs of various life insurance policies	
Estate Planning	
Created / updated your will	
Met with an estate lawyer	
Created a living will	
Created a health care power of attorney	
Created a durable power of attorney	
Created a letter of instructions / vital records organizer	
Updated various beneficiary designations	
Discussed your burial wishes with your spouse/partner	
Financial Advisors	
Considered which areas of planning you will require assistance	
Searched for and interviewed financial advisors	
Performed background check of prospective advisors	

Appendix H

GLOSSARY OF FINANCIAL AND INVESTMENT TERMS

After-Tax Contributions

Contributions to company plans or other savings that have no immediate tax benefit.

Aggressive Investor

An investor who requires or desires a greater return on investments and is willing to take a higher degree of risk to achieve this return. The investment portfolio of an aggressive investor would typically be weighted heavily toward stocks and have a higher expected average rate of return.

Annuity

A method of paying a pension benefit that spreads payments out over an extended period of time, as opposed to a single-sum payment.

Asset Allocation

An investment strategy that considers the percentage of funds to be invested in cash equivalents, fixed income, equities, and other assets as a way to manage risk and maximize return.

Average Annual Return

The compounded annual return you receive on average from your investments. In other words, an investment may have had years with varying degrees of losses and varying degrees of gains. These different annual returns are averaged over the period, taking into account compounded earnings, to determine average annual return.

Before-Tax

Before-tax investments refer to savings that have been created with income not yet subject to taxes. For example, contributions to a 401(k) plan are made on a before-tax basis. The amount of your pay you contribute, as well as accumulated earnings on those amounts, is not subject to income taxes until you take the money out, typically after retirement.

Bonds

Bonds are publicly traded debt instruments. The issuer agrees to pay interest on the money invested and to repay the principal at a specified time. Examples would include government bonds (U.S., municipal, or foreign) or corporate bonds. (See Fixed Income.)

Cash or Cash Equivalents

These are investments that are quickly convertible to cash with little or no loss of principal. These assets typically pay some interest and are generally viewed as safer investments. Examples would include savings accounts, money market accounts, Treasury Bills, and certificates of deposit.

Conservative Investor

An investor who is not comfortable taking much risk or one who needs a high degree of liquidity. Typically a conservative investor's portfolio would include more cash and fixed income investments and less equities or other investments, and would have a lower overall return.

Consumer Price Index

A mix of goods and services, the prices of which are tracked by the United States government to determine the appropriate rate of inflation.

Cost of Living Adjustment (COLA)

An increase, often each year, in a payment that one receives. This increase is typically based on and for the purpose of keeping up with inflation. For example, Social Security benefits increase each year based on the consumer price index.

Dividend

Income payment to shareholders of a company.

Effective Tax Rate

This is your actual tax paid during a year divided by your gross income earned during the year. This phrase can refer only to federal taxes or it can take into account federal, state, Social Security, and Medicare taxes.

Equities

Ownership in a business, typically in the form of shares of common stock. Typical equity categories include:

Growth and Income:	e: Companies providing an income stream and some	
	appreciation in value over time.	
Growth:	Companies providing less income but greater appreciation in	
	value over time.	
Aggressive Growth:	Companies that are typically smaller and providing more rapid growth.	
International:	Companies headquartered outside of the United States.	

Fixed Income

An asset category of investments that typically pays moderate to high interest, has a mid- to long-term maturity and is generally a debt obligation such as a bond or mortgage obligation.

Hard Assets

This is an investment category consisting of tangible investments such as real estate, collectibles, gold/silver, other precious metals, commodities, etc.

Individual Retirement Account (IRA)

This is a tax-deferred retirement vehicle. Depending on your income level, you may be able to deduct your contributions to an IRA and defer the taxes until you withdraw the money, often at retirement. Even if you can't deduct your contribution, you will still receive tax-deferred compounding on funds in your IRA. IRAs may be set up at banks, brokerage houses, discount brokers, insurance companies, and mutual fund companies, among others.

Inflation

The rising cost of goods and services over time. (See Consumer Price Index.)

Investment Mix

An investment strategy that considers the percentage of funds to be invested in cash equivalents, fixed income, equities and other assets as a way to manage risk and maximize return (see Asset Allocation).

Investor Profile

Your unique situation as an investor. Characteristics making up your investor profile include your time horizon, risk tolerance, goals and objectives, and anything else that affects the way you invest.

Life Expectancy

The age to which people typically live, based on averages. For example, newborns are currently expected to live until their late 70s; once you reach age 65 you are expected to live into your 80s.

Liquidity

The ability to convert an investment into cash quickly and with little or no loss in value.

Marginal Tax Rate

The tax rate on your next dollar of taxable income. Your marginal tax rate is generally higher than your effective tax rate.

Moderate Investor

An investor who is neither conservator nor aggressive. An investor who is willing to take on some degree of risk to obtain a return greater on investments than would have otherwise been possible, while seeking to avoid a large degree of risk.

Money Market

Accounts or funds established to invest in cash and cash equivalents and short-term debt obligations. A money market fund or account is a type of mutual fund. (See Mutual Funds.)

Mutual Funds

A company that invests and professionally manages stocks, bonds, cash, real estate, or other investments and sells shares of the investment to investors. Mutual funds provide a way for investors to pool their money in order to benefit from diversification and professional management.

New York Stock Exchange

An organization established for the efficient trading of stock of various companies.

Pension Plan

A retirement plan offered by companies where the primary method of payment once a person is retired is a monthly benefit payment.

Purchasing Power

Your ability to purchase goods or services with a given amount of money.

Rate of Return

The combined dividend, interest, and/or growth (profit) you receive on your investment.

Managed Funds

A term used to describe mutual funds that have a mix of cash, fixed income, and/or equity investments. The managers of the funds decide how much should be allocated to each investment category at any point in time.

Risk

The chance that the actual return from an investment may differ from what is expected; risk is sometimes described as the chance of losing money.

Risk Tolerance

Your comfort level with taking on varying degrees of risk.

Social Security

Governmental system established to provide retirement, disability, and survivor benefits. Benefits are based on earnings and are paid in the form of a monthly benefit.

Standard & Poor's (S&P) 500

The 500 leading companies traded on the New York Stock Exchange. These companies account for about 70-80 percent of the entire value traded on the New York Stock Exchange.

Stocks

Shares representing ownership in a corporation.

Tax-Deferred

Investment earnings not subject to income taxes in the year earned, but at some point in the future.

Time Horizon

The amount of time you have to invest. Usually the time period between now and the time for the achievement of a particular goal.

Today's Dollars

Looking at your money in terms of its purchasing power based on the value of a dollar today.

Treasury Bills

Short-term United States government bonds - one year or less to maturity.

Volatility

The fluctuation in the value or return of an investment over time.

Appendix I

NOTICE TO EMPLOYEES

Dear Employee:

The FRS has engaged Ernst & Young LLP to provide financial planning education workshops to its employees. We expect that you will find Ernst & Young's services to be valuable, but we think it is also important that you understand the scope of these services. The following explains what financial education workshops can and cannot do for you, particularly as regards investment planning.

General Financial Planning Considerations

Here are points to understand regarding your personal financial planning and your participation in financial planning workshops:

- Ernst & Young has prepared certain financial planning materials and is providing other services for your personal use as an employee of FRS.
- The financial education program includes historical financial information and well-accepted financial planning strategies. It may also include information on Social Security benefits and your company benefit plans. This information is based on sources that Ernst & Young believes to be reliable. However, Ernst & Young cannot guarantee its accuracy.
- Past performance, which may be referenced in the program, is not a guarantee or even necessarily an indication of future results.
- The financial planning materials you receive will not change or affect your rights under your company benefit plans. In all cases, the company's plans govern.
- As you plan your financial future, you will need to make assumptions about future financial trends (such as inflation and rates of return), laws and regulations, and apply these to your particular circumstances. Your results can be significantly affected by even small changes in your assumptions, your individual circumstances or laws and regulations, as well as the extent to which your assumptions ultimately vary from actual financial conditions. You may need to reevaluate your financial planning strategy and your decisions from time to time to determine if any changes have occurred that would necessitate amendments to your assumptions or plan.
- A financial education program provides only some of the resources for assisting you in preparing your financial planning strategies. Financial education does not provide accounting, tax or legal advice and does not involve recommendation of specific investments.
- You need to decide on your own whether to consult with a financial advisor or other professional regarding your personal circumstances. If you do, please be aware, you may incur additional costs.
- In providing financial education, Ernst & Young may help you decide on your asset allocation or help
 you make informed assumptions about rates of return and other investment issues. While Ernst &
 Young will help you understand what you need to do, you are responsible for making and acting on
 these decisions. Ernst & Young cannot provide you with all information that may be relevant nor can
 any materials provided address every possible scenario in connection with such decisions.
- Neither Ernst & Young nor your employer will make any financial planning decisions for you or assume any responsibility for decisions you make.
- Ernst & Young may provide audit or other accounting services to the investments or service providers discussed. The provision of other services will not be a determining factor whether to discuss or recommend an investment or service provider.

Privacy of Information Provided to Ernst & Young

In the event Ernst & Young collects nonpublic personal information about you from you or other sources authorized by you, Ernst & Young will not disclose such information to third parties, except as permitted by law or as otherwise authorized by you. Ernst & Young maintains physical, electronic, and procedural safeguards to guard your nonpublic personal information.

Further Considerations

All services are provided "as is," and there are no warranties of any kind or nature, whether express or implied, including but not limited to warranties of merchantability or fitness for a particular purpose or use. In addition, neither Ernst & Young nor its affiliates nor any of their partners, officers, directors or employees shall be liable to you for any services performed or omitted or for any errors of judgment, or for consequential, incidental, indirect, punitive or special damages in connection with providing the services described above. Federal securities laws impose liabilities under certain circumstances on certain persons, even those who act in good faith, and therefore nothing in this notice constitutes a waiver or limitation of any rights that you may have under these laws.

If you should have any kind of claim or dispute with Ernst & Young as a result of this program, these will be resolved in accordance with Ernst & Young's Alternative Dispute Resolution Procedures ("Procedures") in effect on the date of this notice. You may receive a copy of the Procedures by requesting them from the Compliance officer of Ernst & Young, at the following address:

200 Plaza Drive Suite 2222 Secaucus, NJ 07094

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If, after considering the issues discussed above, you do not want to participate in financial education and counseling in conjunction with this program, please contact your Human Resource Professional for FRS, as soon as possible.

FOR INFORMATIONAL PURPOSES ONLY

DISCLOSURE STATEMENT

Ernst & Young LLP Ernst & Young Investment Advisers LLP Employee Financial Services

Please note that this disclosure statement provides a summary of the investment advisory services provided by Ernst Young LLP. Please note that a full copy of ADV Part 2A can be located at this link <u>...adviserinfo.sec.gov/IAPD/Content/Search/iapd_Search.</u>¹

Ernst & Young LLP ("E&Y"), under the supervision of Ernst & Young Investment Advisers LLP ("EYIA"), provides Employee Financial Services ("EFS"), including investment education and counseling services to employees, members of associations, unions or other large groups ("Participants") pursuant to engagements by corporate employers, pension plan trustees, or other entities formed for the benefit of such Participants ("Sponsors"). Such services are provided though E&Y's Personal Financial Services Practice, a functional specialty within the firm's Tax Department. EYIA is registered with the Securities and Exchange Commission as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") and maintains its main office at 200 Plaza Drive, Suite 2222, Secaucus, NJ 07094 (telephone: 800-273-0588).

Employee Financial Services ("EFS")

E&Y's services to Participants are rendered to such persons in a manner determined by their Sponsors. E&Y services to Participants may include some or all of the following:

1. Enabling Participants to access a toll-free "EY Financial Planner Line®", staffed by E&Y planners or consultants, for assistance with personal financial planning matters.

2. Designing or presenting workshops for Participants concerning the financial planning process and alternatives available under the Sponsor's benefit plans.

3. Providing access to a financial planning website ("EY Financial Planning Center") for use by Participants.

4. Providing various personal finance and tax-related publications, in print form or by audio or other visual means.

5. Making available to Participants and survivors of Participants, financial education and counseling assistance with respect to retirement plan distributions; company benefit and compensation plans; estate settlements and planning; life insurance policies; and other related issues.

6. Providing in-person personal financial advisory services to Participants pursuant to an engagement by a Sponsor.

As part of the personal financial advisory services, both in-person and via the EY Financial Planner Line®, E&Y may prepare personal asset allocation targets (based on modern portfolio theory and using E&Y's own or other approved financial planning tools) for such Participants after obtaining and evaluating information concerning their individual circumstances provided by each Participant in response to an E&Y questionnaire. Participant specific advice (i.e., personal asset allocation targets) will generally be confirmed in writing.

¹ From this webpage follow these steps to view the most current Form ADV: a) select Firm, b) enter CRD #110921, c) click Investment Adviser Firm, d) click SEC, e) Brochure link is on the left under Part 2.

E&Y does not recommend, and should not be deemed to have recommended, any particular investment as an appropriate investment for the Participants and discussions of various investments should not be construed as such a recommendation.

E&Y's advisory services also may be offered by a Sponsor to Participants in tandem with the personal advisory services of another registered investment adviser designated by the Sponsor that is not affiliated with E&Y ("Other Adviser"). In some EFS engagements, the Sponsor contemplates that E&Y will refer individual Participants to the Other Adviser for specific recommendations and/or implementation of the Participant's investment decisions. Such referrals by E&Y do not constitute a recommendation of the Other Adviser by E&Y to Participants, and, in such cases, E&Y does not perform any quantitative or qualitative screening procedures with respect to the Other Adviser.

E&Y, in certain circumstances, is contracted solely to help train employees of financial institutions seeking to offer financial and tax planning services to clients. Such services do not involve E&Y providing advice directly to the clients of such financial institutions, but rather entails training a financial institution's counselors on financial and tax planning topics and such other support as is mutually agreed upon by E&Y and the financial institution.

All Selections and Investments Are Made Solely by the Participating Employee

E&Y's investment education and counseling does not include recommendations concerning the purchase or sale of particular investments or particular industry sectors. E&Y may provide counseling on the purchase or sale in the context of providing tax, compensation and benefits, or estate planning services, but that counseling does not reflect a view as to the intrinsic merits of the investment. All decisions to invest in or dispose of particular investments are made solely by the participating Participant in the exercise of his or her own discretion.

Fees

Fees for EFS Services generally are negotiated between E&Y and the Sponsors of such groups on a caseby-case basis. They usually are based upon (i) a "per capita" eligible employee or member amount, (ii) a "usage by Participants" amount, (iii) the volume of calls by Participants to the EY Financial Planner Line®, (iv) the number of workshops designed and presented by E&Y, or (v) other negotiated factors. E&Y's fees in such engagements may be paid wholly or partially either by the Sponsor or by Participants, whose payments for services received (if any) may be collected by the Sponsor through payroll deductions and remitted to E&Y. Participants also may incur expenses for fees to any other investment adviser they may consult and will be responsible for transaction charges imposed by broker-dealers through or with whom they effect transactions for their accounts. Generally E&Y's contracts with Sponsors for services to Participants are terminable by either party in accordance with a specified notice period. In addition, Participants receiving advisory services by E&Y (including a Participant who pays in whole or in part for the services rendered to such Participant) may terminate participation at any time. If such a contract or participation is terminated at a time other than the end of the quarter, a pro rata portion of any quarterly or other fee paid in advance is refunded.

Investment Advisers

All personal investment advice, and most impersonal investment advice, typically is given only by E&Y Financial Planners. Financial Planners are persons who spend all or substantial portions of their time on financial planning. Typically, all of these professionals have at least a degree from a four-year college or university and must meet such other standards as EYIA may establish from time to time. Those standards may include participation in continuing education programs each year and maintaining what E&Y regards as significant involvement in financial counseling engagements. Moreover, Financial Planners must satisfy applicable State investment adviser representative registration requirements or pass the Series 65 Uniform Investment Adviser Exam of the National Association of Securities Dealers, Inc. In some instances, E&Y may retain consultants to assist in providing workshops and staffing the EY Financial Planners. However, consultants are not subject to the same public accounting independence requirements as E&Y Financial Planners and their continuing education programs differ in some respects.

Monitoring, Reviews and Reports

In the case of EFS engagements that extend beyond one year and involve the provision of personal advisory services to Participants, Participants are asked questions concerning any changes in their relevant individual circumstances. E&Y will take into account the changed circumstances of any Participant of which it has notice in the event that Participant seeks additional personal advisory services from E&Y.

Miscellaneous

Clients and prospective clients of E&Y also should be aware of the following additional information concerning E&Y and EYIA:

<u>Custody of Securities or Funds</u>. E&Y does not manage participant accounts on a discretionary basis and does not take custody of participant securities or participant funds.

Other Financial Industry Activities. As noted above, EYIA is responsible for supervising the investment advisory services provided by E&Y. E&Y and Ernst & Young (U.S.) are general partners of EYIA. In consideration of EYIA's supervising the rendering of investment planning services provided by E&Y, E&Y provides EYIA with office and filing space, staff and other assistance. All of EYIA's time is spent supervising the compliance and operations of the investment planning services provided by E&Y.

<u>Other Business Activities</u>. E&Y is a public accounting firm which spends substantially all of its time providing accounting, audit, tax, and business advisory services.

Education and Business Background. Below are the backgrounds and five year business histories of each EYIA Advisory Board member: (1) Name, (2) year of birth, (3) education and (4) business background for preceding five years of EYIA Advisory Board members:

- 1. Glenn H. Hascher (Chair)/2. 1961
- 3. B.S., Economics, Rutgers University, New Brunswick, NJ
- 4. November 1988 to date, Ernst & Young LLP
- 1. R. Lynn Pettus/2. 1968
- 3. B.A., Accounting, Converse College, Spartanburg, SC
- 4. 1997 to date, Ernst & Young LLP
- 1. Kym M. Hubbard/2. 1957
- 3. B.A., Accounting, Bradley University, Peoria, IL
- 4. 2004-2007 Illinois State Board of Investment, 2007-2008 Illinois Finance Authority, 2008 to date, Ernst & Young LLP
- 1. Robert J. Porter/2. 1964
- 3. B.S., Siena College, Loudonville, NY
- 4. 1998 to date, Ernst & Young LLP

- 3. University of Florida, Gainesville, FL, BS Accounting with Honors 1986; University of Florida, Gainesville, FL, MS Accounting 1988
- FL, MS Accounting 1988
- 4. 2002 to date, Ernst & Young LLP; 1988 to 2002 Arthur Andersen LLP
- 1. James G. Wolf/2.1955
- 3. University of Notre Dame, South Bend, IN, BBA Finance; University Of Texas, Austin, TX, MBA
- 4. 1985 to date, Ernst & Young LLP
- 1. David E. Boyle / 2. 1955
- 3. B.S., Georgetown University, 1977; The University of Michigan, MBA, 1979
- 4. November 1988 to date, Ernst & Young LLP

^{1.} Greg Rosica/2. 1964

MyFRS Financial Guidance Line Financial Planner Callback Request

If you would like to have an Ernst & Young financial planner call you, please fill out the following information and return it to the workshop presenter:

Name	
Date of Birth	
Phone#	
Topic(s) you are interested in discussing:	

The *MyFRS Financial Guidance Line* is open from 9:00am to 8:00pm ET, Monday through Friday, (except holidays). You can reach a planner at **1-866-446-9377**.