Metropolitan Transportation Authority

Death Claim

METROPOLITAN TRANSPORTATION AUTHORITY 457 PLAN

Instructions

If you are a beneficiary of a deceased retirement plan participant, you should use this form to direct Prudential to either (1) keep your share in the plan in a new account under your name (2) distribute your share of the participant's account (3) if you are a spousal beneficiary, roll over your share to an IRA or to your own eligible employer plan (provided that it accepts rollovers) or (4) if you are a non-spousal beneficiary, roll over your share to an inherited IRA. Please note that if you choose the first option, you generally must begin withdrawing funds from your account by a certain date or a substantial federal income tax penalty may be imposed. Please consult your tax advisor.

Please print using blue or black ink. Keep a copy of this form for your records and send the original to the following address or fax it to **1-866-439-8602**.

MTA Deferred Compensation Program
Prudential Retirement
30 Scranton Office Park
Scranton, PA 18507-1789

Questions?
Call 877-PLN-4MTA (877-756-4682) for assistance.

Participant (Decedent) Data

Plan number: 3 0 0 1 8 6

Sub plan number: ____

First name ____ MI ____ Last name ____

Social Security number ____-____-____

Date of birth ____ ____ ____ (month, day, year)

Date of death ____ ____ ____ (month, day, year)

Was the participant still employed by an employer contributing to the plan at the date of death? ☐ Yes ☐ No

Beneficiary Information

First name ____ MI ____ Last name ____

Address ____

City ____ State ____ ZIP code ____-____

Social Security number ____-____-____

Daytime telephone number ____-____-____ (area code)

Date of birth ____ ____ ____ (month, day, year)

Gender

☐ Male ☐ Female

Relationship to Participant

____

Prudential

Payment Options

(Choose only one. If you select option 1, you must also complete the Electing your Minimum Required Distribution section on this form.)

1. ☐ Transfer my portion of the above mentioned account to a separate account under my name and Social Security number.

   A. If this plan allows and you wish to take a partial distribution, please enter the amount:

   $ ___ , _________ , _________ .

   Note: If you choose this option, a beneficiary account will be established for you. Federal tax law requires you to begin withdrawing funds at a certain time from your account. (See enclosed Minimum Required Distribution: An Important Notice to Beneficiaries.) Please complete the Minimum Required Distribution section of this form. You should also complete and return the enclosed Beneficiary Designation Form. For future distributions, you may call our toll-free number for your options available under the plan e.g., periodic payments.

2. ☐ Total amount in a single sum to me. Please check box A or B as applicable.

   A. ☐ I am the spouse of the participant. I am aware that **20%** federal income tax **will automatically be withheld** from the taxable portion of my **single sum** distribution.

   B. ☐ I am **not** the spouse of the participant. I am aware that **10%** federal income tax **will automatically be withheld** from the taxable portion of my **single sum** distribution unless I choose box C.

   C. ☐ I am **not** the spouse of the participant and I do **not** want federal income tax withheld from my distribution. **Note**: If you elect 'no withholding' or if you do not have enough federal income tax withheld from your distribution, you may be responsible for payment of estimated tax. You may incur penalties under the estimated tax rules if your withholding and estimated payments are not sufficient.

3. ☐ **Spousal Beneficiary -** Direct Rollover to Individual Retirement Account or eligible employer plan that accepts rollovers. This election is only available if you are the **spouse** of the participant. Please complete the Direct Rollover Instructions section of this form. No federal income tax will be withheld.

4. ☐ **Non-spouse Beneficiary -** Direct Rollover to an Inherited Individual Retirement Account. This is the only rollover option available if you are the **non-spouse** beneficiary of the participant. Please complete the Direct Rollover Instructions section of this form. No federal income tax will be withheld.

Direct Rollover Instructions

(Only complete this section if you have selected the Direct Rollover option.)

Choose one of the following:

Selections A and B only apply if you are a **spousal** beneficiary:

A. ☐ Rollover to an IRA or eligible employer plan recordkept by another financial institution

<u>Non-Roth Balance</u>

Name of Institution ____________________

Address of Institution ____________________

____

Account Number ____________________

OR

B. ☐ Rollover into an eligible employer plan recordkept by Prudential. This option can be selected if you are currently an active participant in another eligible employer plan.

Prudential plan number |__|__|__|__|__|__|

Plan name ____________________

C. ☐ Rollover to an Inherited IRA (allowed for **non-spousal** beneficiary only)

<u>Non-Roth Balance</u>

Name of Institution ____________________

Address of Institution ____________________

____

Account Number ____________________

(Note: It is your responsibility to confirm that the receiving plan accepts rollovers, including after-tax amounts, if applicable.)

Important information and signature required on the following pages

Electing Your Minimum Required Distribution

(Only complete this section if you selected Box 1 in the Payment Options section.)

Section I (Please select one of the two options in Section I.):

1.☐ I am a **non-spousal** beneficiary. Please check off the appropriate box below.

A. ☐ I elect to receive the benefit over my life expectancy beginning no later than December 31 of the year following the year of the participant's death. **Please complete Sections II and III.**

B. ☐ I elect to receive my entire benefit by December 31 of the year that contains the 5th anniversary of the participant's death. **(This option is available only if the participant died prior to attaining his/her required beginning date and if the plan allows this.)**

2.☐ I am a **spousal** beneficiary. Please check off the appropriate box below.

A.☐ The participant's death occurred prior to the participant's attaining the Required Beginning Date (See enclosed Minimum Required Distribution: An Important Notice to Beneficiaries) therefore I do not have to begin receiving MRD payments at this time. Prudential will send me an MRD election form in the year the participant would have turned 70 ½ for my completion.

B.☐ The participant's death occurred after the participant attained the Required Beginning Date (See enclosed Minimum Required Distribution: An Important Notice to Beneficiaries). I must begin receiving distributions from this beneficiary account by December 31 of the year following the year of the participant's death. **Please check off BOX 1 or 2 below.**

1.☐ I will begin Minimum Required Distributions now. **Please complete Sections II and III**.

Section II (Only complete Section II if you selected 1-A or 2-B-1 above.):

A disbursement equal to the MRD will be sent to you annually upon receipt of this properly completed form unless you elect otherwise.

Please process the MRD payment each year on the 15th of _________/______ (please indicate month and year).

If you want to receive a payment this year and your properly completed request is received by Prudential on or before the 10th day of the month, your distribution will be processed on the 15th day of that month. If the request is received after the 10th day, your distribution may be processed on the 15th day of the following month. If the 15th day falls on a holiday or weekend, processing will occur on the next business day. Checks may take up to three days before mailing.

Section III (Only complete Section III if you selected 1-A or 2-B-1 above.)

Federal tax laws require us to withhold income taxes from the taxable portion of a qualified retirement plan distribution. Some states also require withholding from the taxable portion of your distribution if federal income tax is withheld. MRD distributions are not eligible for rollover and are subject to 10% federal tax withholding unless you elect otherwise. You can elect to have no federal taxes withheld by checking the box below. **If you elect out of withholding, you are still responsible for payment of any taxes due, and you may incur penalties if your withholding and/or estimated tax payments are not sufficient**. If you do not check one of the options below, 10% federal income tax withholding will be automatically deducted from your payment. You can change your withholding election at any time by calling the toll free number on this form.

1.☐ I elect to have federal income tax withheld at 10% from the taxable amount of my distribution.

2.☐ I elect **not** to have federal income tax withheld from my distribution.

3.☐ I elect **to have** federal income tax withheld at either the following percentage or dollar amount. The federal withholding calculated from your election below must be at least 10% of the taxable distribution amount.

_______________ % or $____________.00

Election For Withholding of State Income Taxes

(For Single Sum Payments and Rollovers of non-Roth money to a Roth IRA)

A. **Mandatory State Withholding:** If you reside in a state where state income tax withholding is mandatory **AR, CA*, DE, IA, KS, MA, MD (mandatory for eligible rollover distributions only, subject to 20% mandatory federal withholding), ME, NC, NE, OK*, OR*, VA** or **VT*** applicable withholding will be deducted automatically, unless an election out is applicable (see below). Note: Some states require withholding if federal income tax is withheld from the distribution.

☐ My resident state is **AR, DE, KS, ME, NC, NE,** or **VA (for NE and VA, election out is allowed for payments from IRA's only)** and I do not want state income tax withholding deducted from my distribution. (An election out of **AR, DE, KS, ME, NC** or **VA** state tax is not allowed for eligible rollover distributions, subject to 20% mandatory federal withholding.) ***Important note to Maine (ME) residents, If you elect out of ME withholding, you must either have elected out of federal withholding, or have no Maine State tax liability in the prior or current years.***

☐ *My resident state is one of the following: **CA**, **OK**, **OR, **VT** and withholding is required if federal income tax is withheld, unless I elect out of state withholding. By checking this box I am electing out of state withholding. **An election out is not allowed for eligible rollover distributions, subject to 20% mandatory federal withholding.

B. **Voluntary State Withholding:** Please check the appropriate box below. If state income tax withholding is not mandatory in your state, you may be allowed to request state tax withholding. If your state of residence is not listed, or if you choose a method of withholding that is not offered for your state, we cannot withhold state income tax.

☐ I reside in one of the following voluntary withholding states: **AL, CO, CT, DC, GA, ID, IL, IN, KY, LA, MD (non-eligible rollover distributions only), MI, MN, MO, MS, MT, ND, NE, NJ, NM, NY, OH, PA, RI, SC, UT, VA, WI, WV (NE and VA state withholding is voluntary for payments from IRA's only)** and would like state income tax withheld. (Specify a percentage or dollar amount to be withheld.)

_____________% or $__________________

☐ I reside in one of the voluntary withholding states listed above and I do not want state income tax withholding deducted from my distribution.

C. **No State Withholding:** Some states do not have state income tax withholding.

☐ My resident state is one of the following: **AK, FL, HI, NV, NH, SD, TN, TX, WA, WY** and there is no state income tax withholding.

☐ My resident state is **AZ** and there is no state income tax withholding on non-periodic (single sum) payments.

Important information and signature required on the following page

Beneficiary Authorization

I hereby certify that I am the beneficiary under the identified Plan. I attest that I have read the Payment Options available to me and the attached **Special Tax Notice Regarding Plan Payments.**

If the first option is chosen, the election authorizes Prudential to establish an account in the Plan under my name and Social Security number. It further instructs Prudential to transfer the appropriate assets from the participant's account to an account established under my name within the Plan. The same options that would normally be available to the participant would become available to me, with the exception of contributing to the plan and requesting loans. I realize that if I choose this option, I may request a disbursement at a future date.

I further understand that if I choose the first option, I must begin withdrawing funds from my account by a certain date or a substantial federal income tax penalty may be imposed.

WARNING: Any person, who knowingly and with intent to defraud any insurance company or other person, files a statement of claim which contains any materially false information or which conceals information concerning any material fact for the purpose of misleading, commits a fraudulent insurance act under the laws of certain states. A fraudulent insurance act is a crime and subjects such person to criminal and civil penalties. In some states the false or concealed information does not need to be "material" in order to result in a fraudulent insurance act.

This notice does not apply to Virginia residents.

In Florida, any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

The preceding statement applies only when this transaction involves an insurance product. Please contact Prudential at the toll-free number on this form if you need information on whether Prudential insurance products (annuities) are offered by the Plan.

X ______________________________ *Date* ____|____|____

Beneficiary's signature

Minimum Required Distribution: An Important Notice to Beneficiaries

Please read this notice carefully and follow the instructions below.

What is a minimum required distribution (MRD)?	Generally, a minimum required distribution (MRD) is a distribution from a retirement plan required when the participant attains the later of age 70 ½ or retirement. The Internal Revenue Service (IRS) establishes guidelines regarding the minimum amount that must be distributed every year and when MRD payments must begin. Prudential Retirement will calculate and distribute your MRD for you.
Who must take an MRD?	Generally, any retirement plan participant with an account balance as of Dec. 31, who has attained age 70 ½, and retired from the employer maintaining the plan must take an MRD each year until the account balance is depleted.
When is the required beginning date of the participant?	Generally, the required beginning date is April 1 of the calendar year following the later of: • The year the participant attains age 70 ½, or • The year the individual retires. If the participant was a 5% owner of the company then the required beginning date is April 1 of the year the participant attains age 70 ½.
How do these MRD rules affect beneficiaries?	Beneficiaries must receive an MRD according to IRS rules. There are different rules for spousal beneficiaries and non-spousal beneficiaries.
What are my options if I am the spousal beneficiary of the account and the account owner is deceased?	If the participant died prior to attainment of his/her required beginning date: 1. You may choose to begin to receive MRD payments no later than December 31 of the year the participant would have attained age 70 ½. 2. You may choose to roll over the account into your own IRA or eligible employer plan where you are the plan participant. MRD payments will begin under the terms of the IRA or plan based on your life expectancy. 3. You may choose to withdraw the entire amount as a lump sum distribution. If the participant died after attainment of his/her required beginning date: 1. You may choose to continue to receive MRD payments, with the first payment beginning no later than December 31 of the year following the participant's death. 2. You may choose to rollover to your own IRA or eligible employer plan. However, the MRD payment for the applicable year(s) must be paid prior to the rollover. MRD payments will begin again under the terms of the IRA or plan based on your life expectancy. 3. You may choose to withdraw the entire amount as a lump sum distribution. Note: The options vary depending upon the plan. Please contact the Plan Administrator or Prudential regarding options available to you.

What are my options if I am a non-spousal beneficiary and the plan does not allow rollovers to an inherited IRA?	If you are a non-spousal beneficiary, payments to you must begin by December 31 of the year following the year of the participant's death, paid over your life expectancy, or the entire account must be distributed by December 31 of the year that contains the 5th anniversary of the participant's death (if allowed by the plan). The second option is available only if the participant died prior to his/her required beginning date.
What are my options if I am a non-spousal beneficiary and the plan allows rollovers to an inherited IRA?	If the participant died prior to attainment of his/her required beginning date: 1. You may choose to begin to receive MRD payments no later than December 31 of the year following the participant's death. 2. You may choose to roll over the account into an "inherited" IRA. MRD payments must begin no later than required under the plan. 3. You may choose to withdraw the entire amount as a lump sum distribution. If the participant died after attainment of his/her required beginning date: 1. You may choose to continue to receive those payments, beginning with the first one no later than December 31 of the year following the participant's death. 2. You may choose to rollover to an "inherited" IRA. However, the MRD payment for the applicable year(s) must be paid prior to the rollover. 3. You may choose to withdraw the entire amount as a lump sum distribution. Note: The options vary depending upon the plan. Please contact the Plan Administrator or Prudential regarding options available to you.
What are my options if there is more than one beneficiary of this account?	The determination of the beneficiaries **must** be made by September 30 of the year following death. Then, each beneficiary must establish a separate beneficiary account on or before December 31 in the year following the year of the participant's death in order to receive MRD payments over your life expectancy. If separate accounts are not established payments will be made over the life expectancy of the oldest beneficiary.
What if I must receive an MRD but fail to do so?	Failure to take a minimum required distribution results in a 50 percent excise tax payable by you on the difference between the appropriate MRD amount and the actual amount distributed.
If this account is an IRA or 403(b) account, may I aggregate this account with like accounts for MRD purposes?	Yes, if this account is an IRA or 403(b) account you may take the minimum required distribution for this account from another IRA or 403(b) that you hold as a beneficiary from the same decedent.

How do I request an MRD?	To request an MRD, please: 1. Complete the enclosed “Death Claim” form; and 2. Return the completed form to **Prudential Retirement** **30 Scranton Office Park** **Scranton, PA 18507-1789** or by fax to 1-866-439-8602.
If I am a spouse beneficiary how would I roll over this account into my own account?	To request an total distribution rollover, please: 1. Complete the enclosed “Death Claim” Form. 2. Return the completed form and return to Prudential Retirement at the address provided above or by fax to 1-866-439-8602.
What will happen if I do not return the “Death Claim” form and must receive an MRD?	Depending on the plan rules, the MRD payment may be sent to you automatically in December. If you do not automatically receive an MRD payment or do not request a payment, you may be subject to IRS penalties.
May I roll over my MRD payment into an Individual Retirement Account (IRA) or another eligible employer plan?	No, by law, **MRD payments** may not be rolled over into an IRA or another eligible employer plan.
Are MRD payments subject to federal income tax withholding?	Yes, MRD payments are subject to federal income tax withholding at a rate of 10% unless you elect not to have federal income tax withheld on the “Death Claim” form.
What tax reports will I receive regarding the MRD?	A Form 1099R reporting this distribution to the IRS will be issued to you in January for the total amount paid in the previous calendar year.

The information contained in this notice is general and should not be considered legal or tax advice.

If you have general questions or require additional information or instructions, please call 1-877-778-2100, Monday through Friday, 8:00 a.m. to 9:00 p.m. eastern to speak with a Prudential Participant Service Representative.

For advice on how these rules apply to your specific situation, we suggest you contact your own legal or tax advisor.

Supplement to the Special Tax Notice Regarding Plan Payments

Right to Defer Distributions from Defined Contribution Plans

You may be eligible to receive a distribution from your employer's retirement plan now. Instead of taking a distribution now, you may elect to defer receiving a distribution until a later date -- typically as late as age 70-1/2. (If your account balance does not exceed $5,000, you may not have a right to defer payment.) If you defer receiving a distribution, the plan investment options available to you thereafter (including related fees) generally will be the same as those available to active employees. However, certain plan features, such as the right to repay or take a loan from the plan, may not be available if you have terminated employment. Please refer to your summary plan description and fund fact sheets for more information about plan investment options, investment related expenses, any plan restrictions or charges applicable to terminated employees, payment options, and any other special rules that may impact your distribution decision. If you elect to receive a distribution that you roll over to another eligible retirement plan such as an IRA, the investment options offered under your current employer's plan (e.g., mutual funds, employer stock) may not be available to you or, if available, are likely to carry higher expenses if transferred to an IRA. If you elect to receive a distribution but do not roll it over to another eligible retirement plan, such action triggers taxation (possibly including a 10% penalty), results in loss of future tax-deferred earnings (if any), and may diminish the funds available to you for retirement purposes. For additional information about plan investment options (and related fees), plan restrictions or charges applicable to terminated employees who defer receiving a distribution, or if you have other questions regarding your right to defer a distribution, and the consequences of failing to defer, please contact Prudential at the number provided on your benefit statement.

For distributions taken on or after January 1, 2007, the information below replaces or supplements the corresponding sections in the Special Tax Notice Regarding Plan Payments, as applicable.

After-Tax Contributions
Rollover into an Employer Plan. You can rollover after-tax contributions from an employer plan that is qualified under Code section 401(a) or a section 403(a) annuity plan to another qualified 401(a) plan, 403(a) annuity plan or to a 403(b) tax-sheltered annuity using a direct rollover if the receiving plan or annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions (plus earnings). You can also rollover after-tax contributions from a section 403(b) tax-sheltered annuity to another 403(b) tax-sheltered annuity using a direct rollover if the receiving tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax contributions and earnings on those contributions. You CANNOT rollover after-tax contributions to a governmental 457 plan. If you want to rollover your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator of your Plan to make a direct rollover on your behalf. Also, you cannot first rollover after-tax contributions to an IRA and then roll over that amount into an employer plan.

Additional Exemption From Additional 10% Tax If You Are Under Age 59 ½
If you receive a payment before you reach age 59 ½ and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional tax generally does not apply to payments that are paid to a qualified public safety employee from a governmental defined benefit plan after separation from service during or after the year you reach age 50. Qualified public safety employee means any employee of a State or political subdivision of a State who provides police protection, firefighting services, or emergency medical services for any area within the jurisdiction of such State or political subdivision.

Rollovers to Roth IRA

Beginning with distributions made after December 31, 2007, an eligible rollover distribution may also be rolled over to a Roth IRA, either directly or indirectly. To be eligible to rollover to a Roth IRA during 2008 or 2009, your modified adjusted gross income (MAGI) may not exceed $100,000, and if you are married, you must file a joint return.

Taxable amounts that are rolled over to a Roth IRA are includable in gross income and subject to withholding. If you wish to have withholding apply to the distribution, you must tell us the amount to withhold. If no election is made, no withholding will apply.

If you are a spouse of the participant, you may also elect to rollover to a Roth IRA.

Roth Contributions to 401(k) and 403(b) Accounts

If you made Roth contributions to the Plan, these contributions may be rolled into either a Roth IRA or another employer plan that accepts Roth contributions. The following rules apply:

a. Rollover into a Roth IRA. You can rollover your Roth contributions to a Roth IRA either directly or indirectly. If your distribution is "qualified" (see definition below), the amount rolled over, including both contributions and earnings, will be treated as nontaxable basis in the Roth IRA. If your distribution is not "qualified", only the amount of the distribution treated as contributions made to the Roth 401(k) or 403(b) account will be treated as nontaxable in the Roth IRA. Once rolled into a Roth IRA, you cannot subsequently rollover the Roth contributions to an employer plan, even if the plan accepts Roth contributions. The period the Roth contributions were in the employer plan does not count toward the 5-year period for determining "qualified distributions" from the Roth IRA.
b. Rollover into an Employer Plan. You can directly rollover your Roth contributions to another employer plan that accepts Roth contributions. If your distribution is "qualified" (see definition below), the amount directly rolled over, including both contributions and earnings, will be treated as nontaxable basis in the employer plan. If your distribution is not "qualified", the amount of the distribution treated as contributions made to the Roth 401(k) or 403(b) account will be treated as nontaxable basis in the employer plan. In a direct rollover, the period the Roth contributions were in the distributing employer plan does count toward the 5-year period for determining "qualified distributions" from the receiving employer plan.

   If you receive a distribution of Roth contributions and earnings and within 60 days do an indirect rollover to an employer plan, only the taxable portion of the distribution may be rolled into the employer plan. In an indirect rollover, the period the Roth contributions were in the distributing employer plan does not count toward the 5-year period for determining "qualified distributions" from the receiving employer plan.

"Qualified Distributions" are distributions of the Roth contributions and earnings that have been made at least 5 years from the beginning of the year in which the first Roth contributions were made to the employer plan and are:

a. made after the attainment of age 59 ½;
b. made to your beneficiary after your death; or
c. made on account of disability.

If the distribution is not a "qualified distribution", and is not rolled over, you will be taxed on the earnings only. The following distributions are not qualified, are not eligible for rollover and the earnings will be taxable income:

a. corrective distributions (defined in Section I of the Special Tax Notice Regarding Plan Payments)
b. loans treated as distributions (defined in Section I of the Special Tax Notice Regarding Plan Payments)

If you receive a partial distribution that is not a "qualified distribution", the portion of the distribution that is attributable to your Roth contributions will be tax free. The non-taxable portion is determined by multiplying the amount of your distribution by the ratio of your total Roth contributions divided by the Roth account balance.

Example: If a partial distribution of $3,000 is made that is not "qualified" when the account consists of $10,000 in contributions and $2,000 in earnings, the distributions consists of $2,490 tax-free contributions and $510 taxable earnings.

Applies to Sections 401 and 403 Only

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

Retain For Your Records

This notice explains how you can continue to defer federal income tax on your retirement savings in your employer's retirement plan (the "Plan"). It contains important information you will need before you decide how to receive your Plan benefits.

This notice is provided to you by Prudential Financial, Inc., on behalf of the plan administrator of the Plan or as payor of a §403(b) annuity, (your "Plan Administrator") because all or part of the payments that you may receive from the Plan, following your request or in connection with the involuntary distribution of a small account balance, may be eligible for rollover by you or your Plan Administrator to a traditional IRA or an eligible employer plan. A rollover is a payment by you or the Plan Administrator of all or part of your benefit to another plan or IRA that allows you to continue to postpone taxation of that benefit until it is paid to you. Your payment cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account (formerly known as an education IRA). An "eligible employer plan" includes a plan qualified under section 401(a) of the Internal Revenue Code, including a 401(k) plan, profit-sharing plan, defined benefit plan, stock bonus plan, and money purchase plan; a section 403(a) annuity plan; a section 403(b) tax-sheltered annuity; and an eligible section 457(b) plan maintained by a governmental employer (governmental 457 plan).

An eligible employer plan is not legally required to accept a rollover. Before you decide to roll over your payment to another employer plan, you should find out whether the plan accepts rollovers and, if so, the types of distributions it accepts as a rollover. You should also find out about any documents that are required to be completed before the receiving plan will accept a rollover. Even if a plan accepts rollovers, it might not accept rollovers of certain types of distributions, such as after-tax amounts. If this is the case, and your distribution includes after-tax amounts, you may wish instead to roll your distribution over to a traditional IRA or split your rollover amount between the employer plan in which you will participate and a traditional IRA. If an employer plan accepts your rollover, the plan may restrict subsequent distributions of the rollover amount or may require your spouse's consent for any subsequent distribution. A subsequent distribution from the plan that accepts your rollover may also be subject to different tax treatment than distributions from this Plan. Check with the administrator of the plan that is to receive your rollover prior to making the rollover.

If you have additional questions after reading this notice, you can contact the Plan Administrator.

SUMMARY

There are two ways you may be able to receive a Plan payment that is eligible for rollover:

(1) Certain payments can be made directly to a traditional IRA that you establish or to an eligible employer plan that will accept it and hold it for your benefit ("DIRECT ROLLOVER"); or

(2) The payment can be PAID TO YOU.

If you choose a DIRECT ROLLOVER:

- Your payment will not be taxed in the current year and no income tax will be withheld.
- You choose whether your payment will be made directly to your traditional IRA or to an eligible employer plan that accepts your rollover. Your payment cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account because these are not traditional IRAs.
- The taxable portion of your payment will be taxed later when you take it out of the traditional IRA or the eligible employer plan. Depending on the type of plan, the later distribution may be subject to different tax treatment than it would be if you received a taxable distribution from this Plan.

If you choose to have a Plan payment that is eligible for rollover PAID TO YOU:

- You will receive only 80% of the taxable amount of the payment, because the Plan Administrator is required to withhold 20% of that amount and send it to the Internal Revenue Service (the "IRS") as income tax withholding to be credited against your taxes.
- The taxable amount of your payment will be taxed in the current year unless you roll it over. Under limited circumstances, you may be able to use special tax rules that could reduce the tax you owe. However, if you receive the payment before age 59 1/2, you may have to pay an additional 10% tax.
- You can roll over all or part of the payment by paying it to your traditional IRA or to an eligible employer plan that accepts your rollover within 60 days after you receive the payment. The amount rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.
- If you want to roll over 100% of the payment to a traditional IRA or an eligible employer plan, you must find other money to replace the 20% of the taxable portion that was withheld. If you roll over only the 80% that you received, you will be taxed on the 20% that was withheld and that is not rolled over.

Your Right to Waive the 30-Day Notice Period.
Generally, neither a direct rollover nor a payment can be made from the plan until at least 30 days after your receipt of this notice. Thus, after receiving this notice, you have at least 30 days to consider whether or not to have your withdrawal directly rolled over. If you do not wish to wait until this 30-day notice period ends before your election is processed, you may waive the notice period by making an affirmative election indicating whether or not you wish to make a direct rollover. Your withdrawal will then be processed in accordance with your election as soon as practical after it is received by the Plan Administrator.

MORE INFORMATION

I. PAYMENTS THAT CAN AND CANNOT BE ROLLED OVER
Payments from the Plan may be "eligible rollover distributions." This means that they can be rolled over to a traditional IRA or to an eligible employer plan that accepts rollovers. Payments from a plan cannot be rolled over to a Roth IRA, a SIMPLE IRA, or a Coverdell Education Savings Account. Your Plan administrator should be able to tell you what portion of your payment is an eligible rollover distribution.

After-tax Contributions. If you made after-tax contributions to the Plan, these contributions may be rolled into either a traditional IRA or to certain employer plans that accept rollovers of the after-tax contributions. The following rules apply:

a. **Rollover into a Traditional IRA**. You can roll over your after-tax contributions to a traditional IRA either directly or indirectly. Your plan administrator should be able to tell you how much of your payment is the taxable portion and how much is the after-tax portion.

   If you roll over after-tax contributions to a traditional IRA, it is your responsibility to keep track of, and report to the IRS on the applicable forms, the amount of these after-tax contributions. This will enable the nontaxable amount of any future distributions from the traditional IRA to be determined.

   Once you roll over your after-tax contributions to a traditional IRA, those amounts CANNOT later be rolled over to an employer plan.

b. **Rollover into an Employer Plan**. You can roll over after-tax contributions from an employer plan that is qualified under Code section 401(a) or a section 403(a) annuity plan to another such plan using a direct rollover if the other plan provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You can also roll over after-tax contributions from a section 403(b) tax-sheltered annuity to another section 403(b) tax-sheltered annuity using a direct rollover if the other tax-sheltered annuity provides separate accounting for amounts rolled over, including separate accounting for the after-tax employee contributions and earnings on those contributions. You CANNOT roll over after-tax contributions to a governmental 457 plan. If you want to roll over your after-tax contributions to an employer plan that accepts these rollovers, you cannot have the after-tax contributions paid to you first. You must instruct the Plan Administrator of this Plan to make a direct rollover on your behalf. Also, you cannot first roll over after-tax contributions to a traditional IRA and then roll over that amount into an employer plan.

The following types of payments cannot be rolled over:

Payments Spread over Long Periods. You cannot roll over a payment if it is part of a series of equal (or almost equal) payments that are made at least once a year and that will last for:

- your lifetime (or a period measured by your life expectancy), or
- your lifetime and your beneficiary's lifetime (or a period measured by your joint life expectancies), or
- a period of 10 years or more.

Required Minimum Payments. Beginning when you reach age 70 1/2 or retire, whichever is later, a certain portion of your payment cannot be rolled over because it is a "required minimum payment" that must be paid to you. Special rules apply if you own more than 5% of your employer.

Hardship Distributions. A hardship distribution cannot be rolled over.

ESOP Dividends. Cash dividends paid to you on employer stock held in an employee stock ownership plan cannot be rolled over.

Corrective Distributions. A distribution that is made to correct a failed nondiscrimination test or because legal limits on certain contributions were exceeded cannot be rolled over.

Loans Treated as Distributions. The amount of a plan loan that becomes a taxable deemed distribution because of a default cannot be rolled over. However, a loan offset amount is eligible for rollover, as discussed in Part III below. Ask the Plan Administrator of this Plan if distribution of your loan qualifies for rollover treatment.

The Plan Administrator of this Plan should be able to tell you if your payment includes amounts which cannot be rolled over.

II. DIRECT ROLLOVER
A DIRECT ROLLOVER is a direct payment of the amount of your Plan benefits to a traditional IRA or an eligible employer plan that will accept it. You can choose a DIRECT ROLLOVER of all or any portion of your payment that is an eligible rollover distribution, as described in Part I above. You are not taxed on any taxable portion of your payment for which you choose a DIRECT ROLLOVER until you later take it out of the traditional IRA or eligible employer plan. In addition, no income tax withholding is required for any taxable portion of your Plan benefits for which you choose a DIRECT ROLLOVER. This Plan might not let you choose a DIRECT ROLLOVER if your distributions for the year are less than $200.

DIRECT ROLLOVER to a Traditional IRA. You can open a traditional IRA to receive the direct rollover. If you choose to have your payment made directly to a traditional IRA, contact an IRA sponsor (usually a financial institution) to find out how to have your payment made in a direct rollover to a traditional IRA at that institution. If you are unsure of how to invest your money, you can temporarily establish a traditional IRA to receive the payment. However, in choosing a traditional IRA, you may wish to make sure that the traditional IRA you choose will allow you to move all or a part of your payment to another traditional IRA at a later date, without penalties or other limitations. See IRS Publication 590, Individual Retirement Arrangements, for more information on traditional IRAs (including limits on how often you can roll over between IRAs).

DIRECT ROLLOVER to a Plan. If you are employed by a new employer that has an eligible employer plan, and you want a direct rollover to that plan, ask the plan administrator of that plan whether it will accept your rollover. An eligible employer plan is not legally required to accept a rollover. Even if your new employer's plan does not accept a rollover, you can choose a DIRECT ROLLOVER to a traditional IRA. If the employer plan accepts your rollover, the plan may provide restrictions on the circumstances under which you may later receive a distribution of the rollover amount or may require spousal consent to any subsequent distribution. Check with the plan administrator of that plan before making your decision.

DIRECT ROLLOVER of a Series of Payments. If you receive a payment that can be rolled over to a traditional IRA or an eligible employer plan that will accept it, and it is paid in a series of payments for less than 10 years, your choice to make or not make a DIRECT ROLLOVER for a payment will apply to all later payments in the series until you change your election. You are free to change your election for any later payment in the series.

Change in Tax Treatment Resulting from a DIRECT ROLLOVER. The tax treatment of any payment from the eligible employer plan or traditional IRA receiving your DIRECT ROLLOVER might be different than if you received your benefit in a taxable distribution directly from the Plan. For example, if you were born before January 1, 1936, you might be entitled to ten-year averaging or capital gain treatment, as explained below. However, if you have your benefit rolled over to a section 403(b) tax-sheltered annuity, a governmental 457 plan, or a traditional IRA in a DIRECT ROLLOVER, your benefit will no longer be eligible for that special treatment. See the sections below entitled "Additional 10% Tax if You Are under Age 59 1/2" and "Special Tax Treatment if You Were Born before January 1, 1936."

III. PAYMENT PAID TO YOU
If your payment can be rolled over (see Part I above) and the payment is made to you in cash, it is subject to 20% federal income tax withholding on the taxable portion (state tax withholding may also apply). The payment is taxed in the year you receive it unless, within 60 days, you roll it over to a traditional IRA or an eligible employer plan that accepts rollovers. If you do not roll it over, special tax rules may apply.

Income Tax Withholding:
Mandatory Withholding. If any portion of your payment can be rolled over under Part I above and you do not elect to make a DIRECT ROLLOVER, the Plan is required by law to withhold 20% of the taxable amount. This amount is sent to the IRS as federal income tax withholding. For example, if you can roll over a taxable payment of $10,000, only $8,000 will be paid to you because the Plan must withhold $2,000 as income tax. However, when you prepare your income tax return for the year, unless you make a rollover within 60 days (see "Sixty-Day Rollover Option" below), you must report the full $10,000 as a taxable payment from the Plan. You must report the $2,000 as tax withheld, and it will be credited against any income tax you owe for the year. There will be no income tax withholding if your payments for the year are less than $200.

Voluntary Withholding. If any portion of your payment is taxable but cannot be rolled over under Part I above, the mandatory withholding rules described above do not apply. In this case, you may elect not to have withholding apply to that portion. If you do nothing, an amount will be taken out of this portion of your payment for federal income tax withholding. To elect out of withholding, ask the Plan Administrator for the election form and related information.

Sixty-Day Rollover Option. If you receive a payment that can be rolled over under Part I above, you can still decide to roll over all or part of it to a traditional IRA or to an eligible employer plan that accepts rollovers. If you decide to roll over, you must contribute the amount of the payment you received to a traditional IRA or eligible employer plan within 60 days after you receive the payment. The portion of your payment that is rolled over will not be taxed until you take it out of the traditional IRA or the eligible employer plan.

You can roll over up to 100% of your payment that can be rolled over under Part I above, including an amount equal to the 20% of the taxable portion that was withheld. If you choose to roll over 100%, you must find other money within the 60-day period to contribute to the traditional IRA or the eligible employer plan, to replace the 20% that was withheld. On the other hand, if you roll over only the 80% of the taxable portion that you received, you will be taxed on the 20% that was withheld.

> **Example**: The taxable portion of your payment that can be rolled over under Part I above is $10,000, and you choose to have it paid to you. You will receive $8,000, and $2,000 will be sent to the IRS as income tax withholding. Within 60 days after receiving the $8,000, you may roll over the entire $10,000 to a traditional IRA or an eligible employer plan. To do this, you roll over the $8,000 you received from the Plan, and you will have to find $2,000 from other sources (your savings, a loan, etc.). In this case, the entire $10,000 is not taxed until you take it out of the traditional IRA or an eligible employer plan. If you roll over the entire $10,000, when you file your income tax return you may get a refund of part or all of the $2,000 withheld.
>
> If, on the other hand, you roll over only $8,000, the $2,000 you did not roll over is taxed in the year it was withheld. When you file your income tax return, you may get a refund of part of the $2,000 withheld. (However, any refund is likely to be larger if you roll over the entire $10,000.)

Additional 10% Tax If You Are under Age 59 1/2. If you receive a payment before you reach age 59 1/2 and you do not roll it over, then, in addition to the regular income tax, you may have to pay an extra tax equal to 10% of the taxable portion of the payment. The additional 10% tax generally does not apply to (1) payments that are paid after you separate from service with your employer during or after the year you reach age 55, (2) payments that are paid because you retire due to disability, (3) payments that are paid as equal (or almost equal) payments over your life or life expectancy (or your and your beneficiary's lives or life expectancies), (4) dividends paid with respect to stock by an employee stock ownership plan (ESOP) as described in Code section 404(k), (5) payments that are paid directly to the government to satisfy a federal tax levy, (6) payments that are paid to an alternate payee under a qualified domestic relations order, or (7) payments that do not exceed the amount of your deductible medical expenses. See IRS Form 5329 for more information on the additional 10% tax.

The additional 10% tax will not apply to distributions from a governmental 457 plan, except to the extent the distribution is attributable to an amount you rolled over to that plan (adjusted for investment returns) from another type of eligible employer plan or IRA. Any amount rolled over from a governmental 457 plan to another type of eligible employer plan or to a traditional IRA will become subject to the additional 10% tax if it is distributed to you before you reach age 59 1/2, unless one of the exceptions applies.

Special Tax Treatment If You Were Born before January 1, 1936. If you receive a payment from a plan qualified under section 401(a) or a section 403(a) annuity plan that can be rolled over under Part I and you do not roll it over to a traditional IRA or an eligible employer plan, the payment will be taxed in the year you receive it. However, if the payment qualifies as a "lump sum distribution," it may be eligible for special tax treatment. (See also "Employer Stock or Securities", below.) A lump sum distribution is a payment, within one year, of your entire balance under the Plan (and certain other similar plans of the employer) that is payable to you after you have reached age 59 1/2 or because you have separated from service with your employer (or, in the case of a self-employed individual, after you have reached age 59 1/2 or have become disabled). For a payment to be treated as a lump sum distribution, you must have been a participant in the plan for at least five years before the year in which you received the distribution. The special tax treatment for lump sum distributions that may be available to you is described below.

Ten-Year Averaging. If you receive a lump sum distribution and you were born before January 1, 1936, you can make a one-time election to figure the tax on the payment by using "10-year averaging" (using 1986 tax rates). Ten-year averaging often reduces the tax you owe.

Capital Gain Treatment. If you receive a lump sum distribution and you were born before January 1, 1936, and you were a participant in the Plan before 1974, you may elect to have the part of your payment that is attributable to your pre- 1974 participation in the Plan taxed as long-term capital gain at a rate of 20%.

There are other limits on the special tax treatment for lump sum distributions. For example, you can generally elect this special tax treatment only once in your lifetime, and the election applies to all lump sum distributions that you receive in that same year. You may not elect this special tax treatment if you rolled amounts into this Plan from a 403(b) tax-sheltered annuity contract, a governmental 457 plan, or from an IRA not originally attributable to a qualified employer plan. If you have previously rolled over a distribution from this Plan (or certain other similar plans of the employer), you cannot use this special averaging treatment for later payments from the Plan. If you roll over your payment to a traditional IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, you will not be able to use special tax treatment for later payments from that IRA, plan, or annuity. Also, if you roll over only a portion of your payment to a traditional IRA, governmental 457 plan, or 403(b) tax-sheltered annuity, this special tax treatment is not available for the rest of the payment. See IRS Form 4972 for additional information on lump sum distributions and how you elect the special tax treatment.

Employer Stock or Securities. There is a special rule for a payment from the Plan that includes employer stock (or other employer securities). To use this special rule, 1) the payment must qualify as a lump sum distribution, as described above, except that you do not need five years of plan participation, or 2) the employer stock included in the payment must be attributable to "after- tax" employee contributions, if any. Under this special rule, you may have the option of not paying tax on the "net unrealized appreciation" of the stock until you sell the stock. Net unrealized appreciation generally is the increase in the value of the employer stock while it was held by the Plan. For example, if employer stock was contributed to your Plan account when the stock was worth $1,000 but the stock was worth $1,200 when you received it, you would not have to pay tax on the $200 increase in value until you later sold the stock.

You may instead elect not to have the special rule apply to the net unrealized appreciation. In this case, your net unrealized appreciation will be taxed in the year you receive the stock, unless you roll over the stock. The stock can be rolled over to a traditional IRA or another eligible employer plan, either in a direct rollover or a rollover that you make yourself. Generally, you will no longer be able to use the special rule for net unrealized appreciation if you roll the stock over to a traditional IRA or another eligible employer plan.

If you receive only employer stock in a payment that can be rolled over, no amount will be withheld from the payment. If you receive cash or property other than employer stock, as well as employer stock, in a payment that can be rolled over, the 20% withholding amount will be based on the entire taxable amount paid to you (including the value of the employer stock determined by excluding the net unrealized appreciation). However, the amount withheld will be limited to the cash or property (excluding employer stock) paid to you.

If you receive employer stock in a payment that qualifies as a lump sum distribution, the special tax treatment for lump sum distributions described above (such as 10-year averaging) also may apply. See IRS Form 4972 for additional information on these rules.

Repayment of Plan Loans. If your employment ends and you have an outstanding loan from your Plan, your employer may reduce (or "offset") your balance in the Plan by the amount of the loan you have not repaid. The amount of your loan offset is treated as a distribution to you at the time of the offset and will be taxed unless you roll over an amount equal to the amount of your loan offset to another qualified employer plan or a traditional IRA within 60 days of the date of the offset. If the amount of your loan offset is the only amount you receive or are treated as having received, no amount will be withheld from it. If you receive other payments of cash or property from the Plan, the 20% withholding amount will be based on the entire amount paid to you, including the amount of the loan offset. The amount withheld will be limited to the amount of other cash or property paid to you (other than any employer securities). The amount of a defaulted plan loan that is a taxable deemed distribution cannot be rolled over.

IV. SURVIVING SPOUSES, ALTERNATE PAYEES, AND OTHER BENEFICIARIES

In general, the rules summarized above that apply to payments to employees also apply to payments to surviving spouses of employees and to spouses or former spouses who are "alternate payees." You are an alternate payee if your interest in the Plan results from a "qualified domestic relations order," which is an order issued by a court, usually in connection with a divorce or legal separation.

If you are a surviving spouse or an alternate payee, you may choose to have a payment that can be rolled over, as described in Part I above, paid in a DIRECT ROLLOVER to a traditional IRA or to an eligible employer plan or paid to you. If you have the payment paid to you, you can keep it or roll it over yourself to a traditional IRA or to an eligible employer plan. Thus, you have the same choices as the employee.

If you are a beneficiary other than a surviving spouse or an alternate payee, you cannot choose a direct rollover, and you cannot roll over the payment yourself.

If you are a surviving spouse, an alternate payee, or another beneficiary, your payment is generally not subject to the additional 10% tax described in Part III above, even if you are younger than age 59 1/2.

If you are a surviving spouse, an alternate payee, or another beneficiary, you may be able to use the special tax treatment for lump sum distributions and the special rule for payments that include employer stock, as described in Part III above. If you receive a payment because of the employee's death, you may be able to treat the payment as a lump sum distribution if the employee met the appropriate age requirements, whether or not the employee had 5 years of participation in the Plan.

HOW TO OBTAIN ADDITIONAL INFORMATION

This notice summarizes only the federal (not state or local) tax rules that might apply to your payment. The rules described above are complex and contain many conditions and exceptions that are not included in this notice. Therefore, you may want to consult with the Plan Administrator or a professional tax advisor before you take a payment of your benefits from your Plan. Also, you can find more specific information on the tax treatment of payments from qualified employer plans in IRS Publication 575, Pension and Annuity Income, and IRS Publication 590, Individual Retirement Arrangements. These publications are available from your local IRS office, on the IRS's Internet Web Site at *www.irs.gov*, or by calling 1-800-TAX-FORMS.

MTA Deferred Compensation Program
Prudential Retirement
30 Scranton Office Park
Scranton, PA 18507-1789

Instructions For Choosing Your Beneficiary

Please print using blue or black ink. Keep a copy for your records and send the original form to the address above or fax it to 1-866-439-8602.

General Provisions

Any benefit that will be payable upon your death will be made to the person(s) named on the attached beneficiary form. Please be careful in completing the form; be sure that your designation is accurate, clear and understandable.

A. The terms of the contract govern the payment of any benefit.

B. Primary beneficiary(ies). If more than one person is named payment will be made in equal shares to the Primary beneficiary(ies) who is living at the time the benefit first becomes payable. If a percentage is indicated and a Primary beneficiary(ies) is not alive at the time the benefit first becomes payable, the percentage of that beneficiary's designated share will be divided equally among the surviving Primary beneficiary(ies).

C. If there is no Primary beneficiary(ies) living at the time of the participant's death, any benefit that becomes payable will be distributed to the surviving Secondary beneficiary(ies) listed, if applicable.

D. Payment to Secondary beneficiary(ies) will be made according to the rules of succession described under Primary beneficiary(ies) in provision B above.

E. If no designated beneficiary(ies) is alive when payment is otherwise payable, payment will be made in accordance with the contract.

F. If the option to purchase an annuity is available, once payments have begun, any settlement of any amount thereafter payable shall be governed by the terms of such annuity.

G. If a Trust is named as beneficiary, any payment to the Trust will be made as if the Trustee is acting in such fiduciary capacity until written notice to the contrary is received.

Examples of Beneficiary Designations

If you feel that none of the examples below fit the type of beneficiary designation you want, please send a detailed description of what you propose to Prudential.

Use the term:

1. **"My Living Children"** if you want all your children (born or adopted of any marriage) living at the time of payment to equally share the benefit. This will also include all such children born or adopted after you completed the form. Do not include the names of your children if you use this term.

2. **"My Living Trust"** if you want to designate your Living Trust. You must also give the name(s) of the Trustee(s), name(s) of the successor Trustee(s) (Trustee and Successor Trustee cannot be the participant), the date of the Trust Agreement and the address if a bank or trust company is the Trustee.

3. **"My Testamentary Trust"** if you want to designate the Trust in your Last Will and Testament. Do not name your Trustee.

4. **"My Estate"** if you want the benefit to be paid to your estate.

5. **"(Name), Per Stirpes"** if you want the payment(s) to be paid up to and including the second generation of descendants. For example, if a beneficiary in such class is not living when a payment is due, such payment will be made in equal shares to any living sons and daughters (born or adopted of any marriage), of such beneficiary. If there are no living sons and daughters of such beneficiary when a payment is due, payment will be made to the estate of the last to die of the participant or such beneficiary. An example of a correct designation would be Jane Doe, Per Stirpes.

Metropolitan Transportation Authority

Beneficiary Designation Form

METROPOLITAN TRANSPORTATION AUTHORITY 457 PLAN

About You

(*Please print using blue or black ink.*)

Plan number 3 0 0 1 8 6

Sub plan number

Questions?
Call 877-PLN-4MTA (877-756-4682) for assistance.

Social Security number ___ - ___ - ___

Daytime telephone number ___ - ___ - ___
area code

First name ___ MI ___ Last name ___

Your Beneficiary Designation

(*See "Instructions for Choosing your Beneficiary"*)

I designate the following as beneficiary of my account with regard to the percentage(s) I have indicated below. Please list additional beneficiaries, along with percentages they are to receive on a separate page, if needed. Indicate whether the additional beneficiary(ies) is/are primary or secondary beneficiary(ies).

(A) Primary Beneficiary(ies)

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

Please use whole percentages - must total 100%.

(B) Secondary Beneficiary(ies)

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

FULL LEGAL NAME

Address

Social Security number

Percentage %

Date of birth

Relationship to you

Please use whole percentages - must total 100%.

Your Authorization

Signature **X** ______________________ *Date* ___ | ___ | ___

Ed. 9/2008

DID YOU REMEMBER TO:

- **Sign the form**
- **Initial any changes**
- **Use whole numbers**

Prudential