
Profit Sharing Plan for Employees of Ben E. Keith
Company and its Affiliates
c/o John Hancock Retirement Plan Services, LLC
P.O. Box 940
Norwood, MA 02062-0940



November 9, 2016

John Sample
123 Main Street
AnyTown, TX 78666-0000

Re: Domestic Relations Order Package

Enclosed is your **MODEL QUALIFIED DOMESTIC RELATIONS ORDER** ("Model QDRO") for the Profit Sharing Plan for Employees of Ben E. Keith Company and its Affiliates (the "Plan"), a copy of the Plan's **QUALIFIED DOMESTIC RELATIONS ORDER PROCEDURES** ("Procedures"), a list of frequently asked questions, and a list of default provisions that may be applied when your domestic relations order does not specify otherwise.

The Model QDRO contains pre-approved language specific to the Plan and qualification requirements for domestic relations orders mandated under Section 414(p) of the Internal Revenue Code. Use of the Model QDRO generally shortens the review period and quickens the approval of the domestic relations order.

The Procedures outline the requirements for qualification of a domestic relations order and the plan administrator's procedures for determining whether a domestic relations order constitutes a qualified domestic relations order.

Also, enclosed is a **DOMESTIC RELATIONS ORDER INFORMATION REQUEST FORM**. If you require additional information, please indicate the requested information on the enclosed **DOMESTIC RELATIONS ORDER INFORMATION REQUEST FORM** and forward the completed form to the address shown below:

Return form to:

John Hancock Retirement Plan Services, LLC, P.O. Box 940, Norwood, MA 02062-0940.

If you choose to expedite the mailing of your form(s) to John Hancock Retirement Plan Services, LLC, please note that Priority Service Mail (through the U.S. Postal Service) will deliver to a P.O. Box, but other express or overnight mail services require a street address. For mailing purposes, the street address is: John Hancock Retirement Plan Services, LLC, 690 Canton Street, Suite 100, Westwood, MA 02090.

If you have any questions about the above, please log on to mylife.jhrps.com or contact John Hancock at 1.800.294.3575. Participant Service Representatives are available Monday through Friday, 8:00 a.m. to 10:00 p.m. Eastern Time, except on New York Stock Exchange holidays.

Thank you.



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QUALIFIED DOMESTIC RELATIONS ORDER

Frequently Asked Questions

WHAT IS A QDRO?

A QDRO is a qualified domestic relations order that provides that all or a portion of your vested benefit under your retirement plan be assigned to an "alternate payee." In order to be considered qualified, the domestic relations order must include certain information and meet certain other requirements. You will need to have a QDRO to assign any of your benefit under your retirement plan to an alternate payee (for example, if you are getting divorced and your settlement agreement requires that all or a portion of your retirement plan benefit be awarded or given to your former spouse).

WHAT IS A DOMESTIC RELATIONS ORDER?

A domestic relations order is a judgment, decree or order made pursuant to state domestic relations law that relates to the provision of child support, alimony payments, or marital property rights for the benefit of a spouse, former spouse, child, or other dependent of a participant.

DOES A DOMESTIC RELATIONS ORDER HAVE TO BE ISSUED BY A STATE COURT?

No. A domestic relations order may be issued by any state agency or instrumentality with the authority to issue judgments, decrees, or orders, or to approve property settlement agreements, pursuant to state domestic relations law. For purposes of these FAQs, we will use the term "court" when referring to any entity that may issue a domestic relations order.

WHO CAN BE AN "ALTERNATE PAYEE"?

An alternate payee cannot be anyone other than a spouse, former spouse, child, or other dependent of a participant.

HOW DOES A DOMESTIC RELATIONS ORDER BECOME A QDRO?

Your domestic relations order will be reviewed by John Hancock Retirement Plan Services, LLC ("John Hancock"), on behalf of the Plan Administrator. If the domestic relations order satisfies the criteria noted in the enclosed QDRO Procedures and can be administered by the Plan Administrator, a Notice of Qualification will be issued, which explains that the domestic relations order is a QDRO, and provides additional explanation regarding how the QDRO has been interpreted and will be administered.

WHAT ARE THE STEPS IN GETTING A QDRO?

- Prepare a domestic relations order (either use the enclosed Model QDRO or have a lawyer prepare one)
- Have the domestic relations order signed by the court
- Forward the court-approved domestic relations order to John Hancock
- John Hancock will review the domestic relations order and issue either a Notice of Qualification (if the domestic relations order is qualified) or a Notice of Nonqualification (if the domestic relations order is not qualified). If the domestic relations order is not qualified, the Notice of Nonqualification will explain what needs to be done to fix the domestic relations order.

HOW LONG DOES REVIEW OF MY DOMESTIC RELATIONS ORDER TAKE?

John Hancock generally reviews domestic relations orders and will notify you whether the domestic relations order is qualified or not within thirty days of receipt. If the domestic relations order is qualified, and John Hancock has all the information it needs to process and administer the QDRO, the Alternate Payee's account can usually be established within the same time-frame. Please note, however, that the Alternate Payee's account cannot be established until the domestic relations order is qualified. Therefore, every attempt should be made by the person preparing your domestic relations order to ensure that it can be qualified upon John Hancock's review.



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QUALIFIED DOMESTIC RELATIONS ORDER

Frequently Asked Questions

WHAT CAN I DO TO SPEED THE PROCESS ALONG?

There are a few things you can do to help make sure your domestic relations order is reviewed and processed as efficiently as possible. First, take advantage of the materials available to you from John Hancock for preparing a QDRO. These include the Plan's QDRO Procedures, the Plan's Model QDRO, and a list of applicable default provisions that John Hancock will use in the event your domestic relations order does not specify an alternative. These materials are easily obtainable by contacting John Hancock via the internet at mylife.jhrps.com or by phone at 1.800.294.3575.

If you use the Plan's Model QDRO to prepare your domestic relations order, please make sure to fill it out completely. An incomplete domestic relations order is at increased risk of being rejected or not qualified.

Whether or not you use the Plan's Model QDRO, please make sure that your domestic relations order contains the following (in addition to the criteria specified in the "QDRO Requirements" section of the Plan's QDRO Procedures):

- The applicable domestic relations law under which it is issued;
- The Plan Name;
- The names, addresses, and social security numbers of both the Participant and the Alternate Payee, and the Alternate Payee's date of birth;
- The relationship between the Alternate Payee and the Participant;
- The amount awarded to the Alternate Payee, including the period for which gains and losses are to be credited;
- The form or forms of benefit available to the Alternate Payee;
- When the Alternate Payee may elect to commence distribution of the awarded benefit;
- What happens to the Alternate Payee's award in the event of the Alternate Payee's death; and
- The court's signature approving/issuing the domestic relations order.

WILL MY ACCOUNT BE FROZEN WHILE THE DOMESTIC RELATIONS ORDER IS BEING REVIEWED?

Yes, your account will be frozen in accordance with the Plan's QDRO procedures upon: a) receipt by the Plan Administrator or John Hancock of a domestic relations order; b) receipt by the Plan Administrator or John Hancock of written or oral notification of a pending domestic relations order; or c) John Hancock's nonautomated issuance of a Model QDRO package to you (i.e., the Participant), Participant's spouse or counsel. You will be able to change your investment elections while your account is frozen, but you will not be able to take in-service withdrawals, loans or distributions during this time. Once your domestic relations order has been qualified and an account has been established for the Alternate Payee, the freeze on your account will automatically be removed.

WHAT HAPPENS IF MY DOMESTIC RELATIONS ORDER IS UNCLEAR OR DOES NOT SPECIFY AN OPTION?

The Plan's QDRO procedures include default provisions that will be used in the event that your domestic relations order is silent with respect to certain matters. You can avoid the use of defaults by specifying an alternative in your domestic relations order. If, instead of being silent with respect to an issue, your domestic relations order contains conflicting or unclear language, John Hancock will not apply its default provision relating to such issue, and your domestic relations order will not be qualified. In that event, you will have to revise your domestic relations order and resubmit it for review after having it approved by the court.

WHAT ARE THE DEFAULT PROVISIONS?

Please see the attached list of "Qualified Domestic Relations Order Default Provisions" which will be used when the domestic relations order provided to John Hancock is silent with respect to the issue addressed by the default provision.



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**MODEL QUALIFIED DOMESTIC RELATIONS ORDER
Profit Sharing Plan for Employees of Ben E. Keith
Company and its Affiliates**

Note: The language below is approved by the Plan Administrator for the qualification of domestic relations orders affecting the Profit Sharing Plan for Employees of Ben E. Keith Company and its Affiliates. Complete the missing information and have the applicable court or other issuing agency sign and date at the bottom. You may wish to have this Model Qualified Domestic Relations Order ("Order") reviewed by legal counsel.

Note also: The Order must be signed by a court (or other authorized entity) pursuant to the appropriate state domestic relations law. Unsigned Orders **will not** be reviewed and will be returned to sender.

This Order is entered pursuant to the authority granted in the applicable domestic relations law of _____.¹

IT IS ORDERED AND ADJUDGED as follows:

I. For purposes of this Order, the following terms are defined as follows:

A. "Plan" is the Profit Sharing Plan for Employees of Ben E. Keith Company and its Affiliates, as may be amended from time to time, and any successor thereto, to which this Order applies.

B. "Participant" is²:

Name: _____
Social Security Number: _____
Address: _____

C. "Alternate Payee" is:

Name: _____
Social Security Number: _____
Address: _____

Date of Birth: _____

D. The Alternate Payee has the following relationship to the Participant³:

- Spouse**
- Former spouse**
- Child**

¹ Insert the state where the Order is issued. If the line is left blank, the Plan Administrator will interpret the Order to be entered pursuant to the domestic relations law of the jurisdiction of the entity issuing the Order (e.g., court or other authorized entity).

² Orders that do not contain the information requested in Section I.B. or I.C. will not be qualified.

³ Please check the appropriate box. If this section is not completed, and the relationship of the parties is not clear from the documentation provided, the Order will not be qualified.



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**MODEL QUALIFIED DOMESTIC RELATIONS ORDER
Profit Sharing Plan for Employees of Ben E. Keith
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Other dependent (please specify)_____

E. "Plan Administrator" is Profit Sharing Plan For Employees of Ben E. Keith Company and its Affiliates and may be contacted at:

Human Resources Department, Ben E. Keith Company, 601 East Seventh Street, Fort Worth, TX 76102.

II. The following provisions govern the assignment, management and distribution of the benefit awarded to the Alternate Payee under this Order.

A. *Amount of Benefit Assigned to the Alternate Payee.* The Alternate Payee is awarded from the Participant's vested account under the Plan (select one⁴):

\$_____.

_____% of the Participant's vested account under the Plan determined as of the following date: _____. Please note that the earliest available date that may be used is .⁵

B. *Gains and Losses.* Payment shall be adjusted for any investment gains and losses in accordance with the provisions of the Plan for the following period (select one^{6,7}):

between ____/____/____ and the date of distribution. Please note that the earliest available date that may be used is .

between the date an account is established for the benefit of the Alternate Payee and the date of distribution.

C. *Participant Loans.* If the Participant has an outstanding loan on the date the Order is reviewed to determine its qualification, then the balance of any Participant loan outstanding as of the date used to calculate the Alternate Payee's award shall be excluded when calculating the Alternate Payee's award.

D. *Separate Account Established for the Alternate Payee.* The Plan Administrator is hereby instructed to establish a separate account under the Plan in the name of the Alternate Payee and in the amount of the benefit assigned to the Alternate Payee pursuant to II.A. above (adjusted for gains and losses pursuant to II.B. above). The amount assigned to the Alternate Payee will be taken from the Participant's vested account on a pro-rata basis from the Participant's investment elections in effect on the date the Alternate Payee's account is established ("set investment elections"). The Alternate Payee's account will continue to be invested in the set investment elections, subject to subsequent change by the Alternate Payee. Set investment elections shall not include any outstanding Participant loan under the Plan and the repayment of any such loan shall remain the sole responsibility of the Participant. Set investment elections shall also not include any amounts included in a Participant's self-directed brokerage account, unless required to administer the Order. In such case, the Participant will be required to liquidate the appropriate amount from such self-directed brokerage account before the Order can be administered.

⁴ Insert either a flat dollar amount or a percentage. If electing a percentage, also include the applicable date (mm/dd/yyyy).

⁵ Please note that a later date may apply if the Participant's account balance under the Plan came from another plan that merged into the Plan after this date. Please contact John Hancock for more information.

⁶ If the Order does not specify, payment shall be adjusted only for any gains and losses for the period between the date an account is established for the benefit of the Alternate Payee and the date of distribution.

⁷ In the event that, on the date an account is established under the Plan for the Alternate Payee, due to market fluctuation, the Participant's vested account (less any outstanding loan) is less than the amount awarded to the Alternate Payee under the Order, then the Alternate Payee will instead receive the Participant's full vested account balance (less any outstanding loan) on such date.



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- E. *Investment Options.* Following the establishment of the Alternate Payee's account, if distribution to the Alternate Payee is deferred and the Plan offers self-directed investment options, the Alternate Payee may change the investment of his/her assigned benefit and invest said benefit in any of the investment options offered under the Plan by contacting John Hancock at 1.800.294.3575.
- F. *Form of Benefit Payment to Alternate Payee.* The Alternate Payee shall receive the benefit assigned on his/her behalf (select one⁸):

in a single lump sum payment⁹.

in accordance with one of the payment options available to the Participant in the Plan as selected by the Alternate Payee, provided, however, that under no circumstance may the Alternate Payee elect to receive a joint and survivor annuity and name a subsequent spouse as a joint annuitant.

- G. *Commencement of Benefit Payment to Alternate Payee.* The Alternate Payee may elect to commence distribution of the benefit assigned on his/her behalf at any time after the Plan Administrator has determined that the Order constitutes a Qualified Domestic Relations Order ("QDRO") within the meaning of Section 414(p) of the Internal Revenue Code of 1986, as amended ("Code"), by filing the proper distribution form with the Plan Administrator; provided, however, such date is not later than the "required beginning date" as set forth in Section 401(a)(9) of the Code and the regulations thereunder.

In no event will distribution be made to the Alternate Payee prior to the determination by the Plan Administrator that the Order constitutes a QDRO within the meaning of Section 414(p) of the Code and prior to receipt of the proper distribution form by the Plan Administrator.

- H. *Death of the Alternate Payee and/or the Participant.* The death of the Participant will not affect the payment of the benefit assigned to the Alternate Payee under this Order.

If the Alternate Payee dies before his/her interest has been distributed, the Alternate Payee's benefit, or remainder (if applicable), will (select one):

be paid in a single lump sum cash payment to the beneficiary named by the Alternate Payee or, in the event the Alternate Payee does not make a valid beneficiary election, to the Alternate Payee's estate¹⁰.

revert to and become the interest of the Participant.

III. The following provisions are made in accordance with Section 414(p)(3) of the Code:

- A. This Order **does not** require the Plan to provide any type or form of benefit, or any option, not otherwise provided by the Plan.
- B. This Order **does not** require the Plan to provide increased benefits (determined on the basis of actuarial value).

⁸ If no option is selected, the Alternate Payee will be able to elect payment in accordance with any one of the payment options available to the Participant in the Plan, provided, however, that under no circumstance may the Alternate Payee elect to receive a joint and survivor annuity and name a subsequent spouse as a joint annuitant.

⁹ This option also allows the Alternate Payee to roll over the eligible rollover portion of the amount awarded into an IRA or other qualified retirement plan.

¹⁰ If no selection is made under Section II.H., payment shall be made to the Alternate Payee's designated beneficiary or, in the absence of a valid beneficiary designation, to the Alternate Payee's estate.



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MODEL QUALIFIED DOMESTIC RELATIONS ORDER
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C. This Order **does not** require the payment of benefits to the Alternate Payee which are required to be paid to another alternate payee under another order previously determined to be a qualified domestic relations order.

IV. This Order assigns to the Alternate Payee the right to receive a portion of the Participant's vested account payable under the Plan, which is qualified under Section 401(a) of the Code and the Employee Retirement Income Security Act of 1974 ("ERISA"). It is intended that this Order be qualified as a Qualified Domestic Relations Order within the meaning of Section 414(p) of the Code and Section 206(d) of ERISA and under the Retirement Equity Act of 1984.

In the event the Plan Administrator determines that the Order is not a Qualified Domestic Relations Order, then each party shall cooperate and do all things necessary to modify the Order so that it may be deemed a Qualified Domestic Relations Order by the Plan Administrator.

It is further ordered that the Court retains jurisdiction to amend or modify this Order so as to establish or maintain its qualification as a Qualified Domestic Relations Order as defined above.

V. The distribution of the benefit to an Alternate Payee who is the spouse or former spouse of the Participant will be included in the Alternate Payee's gross income in the year in which the distribution is made, to the extent the distribution does not include any Roth or after-tax contributions made to the Plan, and to the extent that the Alternate Payee does not elect to roll over the distribution to another qualified retirement plan or to an IRA. However, if the distribution is made to an Alternate Payee and is for child support, the distribution is included in the Participant's gross income and may not be rolled over to another qualified retirement plan or to an IRA.

The Alternate Payee is responsible for his/her own federal, state, local and other taxes attributable to the distribution of the benefit assigned to the Alternate Payee under this Order. The Plan Administrator will issue to the Alternate Payee a Form 1099-R stating the gross taxable amount of the distribution.

VI. A fee of \$500.00 will be charged for the review of the Order. This fee will be shared equally between the Participant and Alternate Payee (and reduce their respective account balances under the Plan) **unless otherwise elected below.**

Paid entirely from the Participant's Plan account balance.

Paid entirely from the Alternate Payee's Plan account balance.

Allocated in the following manner: ____% from the Participant's account balance and ____% from the Alternate Payee's account balance.¹¹

ENTERED BY _____ THIS _____ DAY OF _____, 20____.

Judge

¹¹ If this option is selected, specify the respective percentage of the review fee that shall be paid by each party. Use only whole numbers and make sure that the total percentage equals 100%. If whole numbers are not used or the total percentage does not equal 100%, the Plan Administrator shall split the fee equally between the Participant and the Alternate Payee.



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**MODEL QUALIFIED DOMESTIC RELATIONS ORDER
Profit Sharing Plan for Employees of Ben E. Keith
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Attorney for Petitioner (if applicable)

Name: _____

Address: _____

Attorney for Respondent (if applicable)

Name: _____

Address: _____



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QUALIFIED DOMESTIC RELATIONS ORDER

Default Provisions for Defined Contribution Plans

The following default provisions will be used when the domestic relations order ("Order") provided to John Hancock Retirement Plan Services, LLC ("John Hancock") is silent with respect to the issue addressed by the default provision:

Appropriate Domestic Relations Law: If no domestic relations law is specified, John Hancock, on behalf of the Plan Administrator, will act under the assumption that the Order has been issued pursuant to the domestic relations law of the jurisdiction in which the entity issuing the Order resides. For example, if the Order is issued by a court in the State of New York, and the appropriate domestic relations law has not been specified, John Hancock will act under the assumption that the Order has been entered pursuant to the domestic relations laws of the State of New York.

Relationship of Alternate Payee to Participant: If it is clear from the documentation provided that the Alternate Payee is the spouse or former spouse of the Participant, John Hancock, on behalf of the Plan Administrator, will deem the Alternate Payee as such, even if the relationship is not specified in the Order. However, if the relationship of the Alternate Payee to the Participant is unclear to John Hancock, the Order will not be qualified.

Treatment of Gains and Losses: If the Order does not specify the period for which gains and losses are to be calculated on the principal amount awarded to the Alternate Payee, John Hancock, on behalf of the Plan Administrator, will apply gains and losses for the period between the date an account is established on behalf of the Alternate Payee and the date of distribution to the Alternate Payee.

Treatment of Participant Loans: Unless the Order specifies otherwise, if the Participant has an outstanding loan on the date the Order is reviewed to determine its qualification, then the balance of any Participant loan outstanding as of the date used to calculate the Alternate Payee's award shall be excluded when performing that calculation. For example, assume the following facts: a) the Alternate Payee is awarded 50% of the Participant's vested account balance as of January 1, 2011; b) the Plan Administrator's designee reviews the Order on March 1, 2011, at which time, the Participant has a \$5,000 outstanding loan balance; c) the Participant's vested account balance on January 1, 2011 was \$100,000; d) the Participant's outstanding loan balance on January 1, 2011 was \$7,500; and e) the Order does not specify how to handle outstanding Participant loans. Given these facts, the Alternate Payee would be awarded a principal amount of \$46,250 ($(\$100,000 \text{ minus } \$7,500) \text{ times } 50\% = \$46,250$).

Market Fluctuation: If, on the date an account is established under the Plan for the Alternate Payee, due to market fluctuation, the Participant's vested account balance (less any outstanding loan) is less than the amount awarded to the Alternate Payee under the Order, then the Alternate Payee will instead receive the Participant's full vested account balance (less any outstanding loan) on such date.

Investment Elections: If the Order does not specify an alternative method, the amount assigned to the Alternate Payee will be taken from the Participant's vested account balance on a pro-rata basis (excluding any amounts in a self-directed brokerage account) from the Participant's investment elections in effect on the date the Alternate Payee's account is established. If the Participant's vested account balance, excluding amounts in a self-directed brokerage account, is insufficient to administer the terms of the Order, the Participant will be required to liquidate sufficient brokerage account assets to allow John Hancock, on behalf of the Plan Administrator, to administer the Order.

Form of Benefit: If the Order does not specify the form or forms of benefit available to the Alternate Payee, the Alternate Payee may elect payment in accordance with one of the payment options available to the Participant under the Plan; provided, however, that the Alternate Payee may not elect to receive a joint and survivor annuity and name a subsequent spouse as a joint annuitant.

Death of Participant: If the Order does not specify otherwise, the death of the Participant will not affect the payment of benefit assigned to the Alternate Payee under the Order.

Death of Alternate Payee: If the Alternate Payee dies before commencing distribution, or dies after commencing distribution but with benefits remaining, and the Order does not specify otherwise, the Alternate Payee's benefit (or remainder) will be paid in a single-sum payment to the beneficiary named by the Alternate Payee, and in the event no beneficiary has been named, to the Alternate Payee's estate.



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QUALIFIED DOMESTIC RELATIONS ORDER

Default Provisions for Defined Contribution Plans

Allocation of Qualification Fee: If the Order does not specify an alternative allocation, the fee for review of the Order shall be shared equally between the Participant and the Alternate Payee, and shall be deducted from their respective accounts under the Plan.



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QUALIFIED DOMESTIC RELATIONS ORDER PROCEDURES

Plan administrators are required to establish reasonable procedures for determining the qualified status of domestic relations orders and for administering distributions under such orders pursuant to Section 414(p) of the Internal Revenue Code. The following procedures have been adopted by the Plan Administrator. For purposes of the following procedures, the term "Interested Parties" shall mean all parties named in a domestic relations order and any representatives designated in the domestic relations order or any accompanying correspondence.

Freeze Participant's Account Upon Actual Knowledge of Pending Order

The Plan Administrator or Plan Administrator's designee (collectively referred to as "Plan Administrator") shall put a freeze status on a Participant's account upon the following:

- receipt of a domestic relations orders ("Order");
- receipt of written or oral notification to the Plan Administrator of a Participant's pending Order; or
- nonautomated issuance of a qualified domestic relations order ("QDRO") package by John Hancock Retirement Plan Services, LLC to the Participant, Participant's spouse or counsel.

The Participant will be able to change his/her investment elections while his/her account is in the frozen status. However, the Participant will not be able to take in-service withdrawals, loans or distributions from his/her account during the period in which the account is frozen.

Once an Order has been determined to be qualified and an account has been established for the Alternate Payee pursuant to the Order, the freeze on the Participant's account will automatically be removed. Prior to that time, the frozen status can only be removed upon the Participant's and his/her spouse's completion of the **AUTHORIZATION TO REMOVE FROZEN ACCOUNT STATUS FORM**, or upon the Plan Sponsor's written direction (which must indemnify John Hancock Retirement Plan Services, LLC).

Send Notice of Receipt of Domestic Relations Order

Upon receipt of an Order, the Plan Administrator shall promptly send a written Notice of Receipt of Domestic Relations Order ("Notice") to all Interested Parties at the addresses specified in the Order, if applicable, which acknowledges receipt of the Order and sets forth the requirements that the Order must satisfy in order to constitute a QDRO as defined in Section 414(p) of the Internal Revenue Code. (The specific QDRO requirements are outlined below.) The Plan Administrator may also submit a copy of the Plan's Model Qualified Domestic Relations Order with the Notice. If the address of the Participant or Alternate Payee is not provided in the Order, the Plan Administrator may send the Notice to the address of the Participant or Alternate Payee last known to the Plan Administrator. If the Plan Administrator completes its review of the Order within 5 business days of its receipt, the Notice may be incorporated into the Notice of Qualification or Notice of Nonqualification (as applicable) pursuant these procedures.

QDRO Requirements

In order to constitute a QDRO, the Order must satisfy all of the following requirements:

1. The Order is issued by a court pursuant to its state domestic relations law (including a community property law).
2. The Order relates to the provision of child support, alimony payments, or marital property rights to a spouse, former spouse, child or other dependent of the Participant.
3. The Order creates or recognizes the Alternate Payee's right to receive all or a part of the Participant's vested account under the Plan.
4. The Order specifies the following information:
 - (a) The full name of the Plan or Plans to which it applies;
 - (b) The amount or percentage of the Participant's vested account to be paid to the Alternate Payee, or the manner in which the amount or percentage is to be determined;



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QUALIFIED DOMESTIC RELATIONS ORDER PROCEDURES

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- (c) The number of payments or the period to which the Order applies; and
 - (d) The Social Security number, name, and last known mailing address of the Participant and each Alternate Payee covered in the Order.
5. The Order does not require the Plan to provide any type or form of benefit, or any option that is not already provided under the Plan and does not require the Plan to provide increased benefits (determined on the basis of actuarial value). Furthermore, the Order cannot provide the Alternate Payee with the right to receive a joint and survivor annuity under which a subsequent spouse of the Alternate Payee could be named as a contingent annuitant.
6. The Order does not require the payment of benefits to the Alternate Payee which are required to be paid to another alternate payee named under another qualified domestic relations order.

Review of Orders

The Plan Administrator shall review all appropriately executed Orders.

If the Order constitutes a QDRO, within 30 business days of receipt, the Plan Administrator shall send a Notice of Qualification to all Interested Parties stating that the Order constitutes a QDRO.

If the Order is not qualified, within 30 business days of receipt, the Plan Administrator shall send a Notice of Nonqualification to all Interested Parties.

Pending Determination of Status

Benefit payments cannot be distributed to a Participant or Alternate Payee named in an Order while the Order is pending qualification.

Within a reasonable period after receipt of an Order, the Plan Administrator shall determine whether it is a QDRO. If, within 18 months from the date on which the first payment would be required to be made under the Order, a final determination is made that the Order (as modified, if applicable) is a QDRO and proper Notice is given to the Interested Parties, then the Plan Administrator shall follow the terms of the Order and authorize distribution of the amount awarded to the Alternate Payee in accordance with the terms of the Order.

If, within the 18 month period, it is determined that the Order is not a QDRO, or if no final determination is made within such period, the Plan Administrator shall notify all Interested Parties in writing of such fact and authorize distribution of the amount involved to the person or persons who would otherwise be entitled to receive such amount in the absence of the Order, or if such person or persons are not yet in pay status under the terms of the Plan, remove the frozen account status from the Participant's account.

Notice of Qualification of the Order

If the Order is determined to be qualified, the Plan Administrator shall notify in writing all Interested Parties that a determination has been made that the Order constitutes a QDRO as defined in Section 414(p) of the Internal Revenue Code. This Notice of Qualification ("Qualification Notice") shall also outline the terms and conditions of the Order. In conjunction with the issuance of the Qualification Notice, the Plan Administrator shall establish a separate account for the Alternate Payee, administer the Order in accordance with the terms of the Order as outlined in the Qualification Notice, and remove the freeze from the Participant's account.



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QUALIFIED DOMESTIC RELATIONS ORDER PROCEDURES

An Interested Party may dispute the determination by mailing, or delivering, a written objection to the Plan Administrator. If an Interested Party disputes this determination, the Plan Administrator shall place a freeze upon both the Participant's account and the Alternate Payee's account (provided such party(ies) have not already taken distribution of their respective account(s)), which shall be automatically removed upon resolution of the dispute.

Notice of Nonqualification of the Order

If the Order is determined to be not qualified, the Plan Administrator shall notify in writing all Interested Parties that a determination has been made that the Order is not a QDRO. This Notice of Nonqualification ("Nonqualification Notice") shall also state the reasons for the determination. The Plan Administrator may include a copy of the Plan's Model Qualified Domestic Relations Order with the Nonqualification Notice to be used as guidance to bring the Order into compliance with QDRO rules. The Plan Administrator shall await a revised order. The review process will then be repeated.

Fee for Review and Qualification of the Order

A fee of \$500.00 will be charged for the review of the Order. This fee will be shared equally between the Participant and Alternate Payee unless otherwise specified in the Order, and shall be assessed against their respective account balances.



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