Highlights

The City of Lincoln
457 Deferred Compensation Plan

PLAN HIGHLIGHTS

eligibility and enrollment

Eligibility and Enrollment

Which employees are eligible to participate in the plan?

All employees are eligible to participate in the Plan.

Are there minimum requirements to participate?

Participation is open to employees who have met the following requirement(s):

- Actively employed eligible employees

When may I join?

Eligible employees may join on the first day of the calendar month.

Contributions – Employee

How much can I contribute to the Plan?

Through payroll deduction, you can contribute up to the maximum allowed by the IRS. The dollar limit is $17,000 for 2012.

The minimum amount you may salary defer is $25 per payroll period.

What are the similarities and differences between a Traditional 457 and Roth 457 contribution?

Your Plan offers you the ability to make both traditional before-tax and Roth after-tax deferrals. Traditional 457 contributions are made on a before-tax basis and can potentially grow tax deferred until withdrawn, when contributions and earnings are taxed at your ordinary income tax rate. In contrast, you pay taxes now on your Roth contribution, giving you the ability to accumulate a nest egg of tax-free income in retirement. By completing the enrollment form provided, your contributions will be deducted from your pay based on your before-tax and/or your Roth after-tax deferral election.

For additional information, please refer to the Roth 457 information in this book. Please note that your combined employee deferral contributions to both traditional before-tax and/or Roth after-tax cannot exceed the annual limits set by the IRS (in 2012, $17,000 for standard employee deferral contributions and an additional $5,500 for Catch-up contributions).

Does the Plan offer 457 Catch-up provisions?

Your 457 plan offers two Catch-up provisions, allowing you to contribute greater than the normal annual maximum contribution amount.

The "Age 50+ Catch-up Provision" allows you to contribute an additional amount when you reach age 50 or older. In 2012, the maximum contribution for the Age 50+ Catch-up Provision is $5,500.

During one of the three calendar years prior to your Normal Retirement Age, you may utilize the "Standard Catch-up Provision," which allows you to make up for eligible contributions not deferred to an existing 457 plan. This contribution amount is equal to twice the normal maximum annual contribution in effect for the current year. The limits are $34,000 in 2012. Please see your Plan Administrator to determine your eligibility for the Catch-up Provision.

eligibility and enrollment

During any year in which you are utilizing the Standard Catch-up Provision you may not utilize the Age 50+ Catch-up Provision.

When are changes to future contributions allowed?

You may increase or decrease the amount you are contributing to your Plan on the first day of the calendar month.

You may discontinue your employee contributions at any time.

Rollovers

Are rollovers accepted?

Yes, rollovers are accepted into your employer's retirement plan. You may do so at any time according to the rules below. Refer to the back of the enrollment book to learn "Why Rollovers Make So Much Sense" and then complete the form.

Only employees that have met the participant requirements may roll money into this plan.

Rollovers may be received from the following qualified retirement accounts:

- Governmental 457 plans

Retirement Ages

What is considered "normal retirement age" according to the Plan?

The Plan considers age 62 to be "normal retirement age."

Access to Your Retirement Plan

Can I take money out of my account?

The federal government established retirement plans to help you prepare for retirement. For that reason, there are certain restrictions regarding withdrawals and distributions. Remember to consider the tax and long-term savings implications of taking money out of your retirement plan account.

May I withdraw money from my account while still employed?

- You may be eligible to withdraw money if you have an unforeseeable emergency. Please see your Plan Administrator for further information regarding this distribution option

Do I direct the investments of my account?

Yes, a participant directs all the investments in the account.

What is automatic rebalancing?

Automatic portfolio rebalancing returns the asset allocation of your investments to the original percentages that you selected for your portfolio. Consider the advantages and select the automatic schedule – quarterly, semiannual or annual – that is right for your personal situation.

ROTH 457

A Roth 457 is another option you have when saving in your retirement plan.

Up to this point, we've been talking about contributing pre-tax money into your 457 plan. The amount you contribute to your retirement plan is not taxed. You pay taxes on your contributions and earnings when you withdraw them, in retirement.

The opposite is true of the Roth 457. With the Roth you contribute money you've already paid taxes on—after-tax contributions. Earnings in your Roth account grow tax-deferred AND when you retire you DON'T pay income taxes when you take a qualified withdrawal from your account.

And yes, it is perfectly acceptable to place some of your contribution into a Roth account and the remainder into a Traditional 457 account so that you can draw a portion of your money in retirement tax-free. Many 457 participants have considered doing so.

Here are some of the similarities and differences between a Roth and Traditional 457:

ITEM	ROTH 457	TRADITIONAL 457
Contributions into account	After-tax	Before-tax
Retirement distributions taken from account	Free from Federal tax if occur five tax years after 1st Roth contribution AND after participant either: – Reaches age 59½ – Dies – Becomes disabled	Taxed as ordinary income in the year taken.
Required Minimum Distributions (RMDs)	Required. However a Roth 457 can be rolled over to a Roth IRA prior to RMD to eliminate this requirement.	Required.
Level of income limits participation	No	No
Contribution limit	$17,000 Limit in 2012 $5,500 Additional contributions allowed if over age 50	$17,000 Limit in 2012 $5,500 Additional contributions allowed if over age 50

There's a lot to consider when determining if a Roth 457 may be right in your situation. You may welcome the advice of a trusted financial professional as you assess this option in relation to your overall financial goals for retirement.

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The City of Lincoln
457 Deferred Compensation Plan

ENROLLMENT FORM
Instructions - Follow the steps below to complete the form. (Please print.)

Step 1: Purpose of Form
Please check all boxes that apply:

❑ New Enrollment ❑ Contribution Change ❑ Investment Change ❑ Discontinue Contributions

Step 2: Personal Information

Name (Last)	Name (First)	Name (MI)	Social Security Number

Address	City	State	ZIP

Date of Hire	Date of Birth	Date of Participation (optional)	Email Address (if available)

Step 3: Contribution Election
Elective Deferrals

Please note you may invest all of your contributions in a before-tax or an after-tax (Roth 457) account, OR, you may divide your contributions between your before-tax account and your after-tax Roth 457 accounts. The total contributions to both accounts cannot exceed Plan limits.

❑ I elect to contribute _____% or $_____ of compensation per pay period on a before-tax basis. (Maximum calendar year limit for all 457 accounts - before-tax and Roth 457 contributions: $17,000)

❑ I elect to contribute _____% or $_____ of compensation per pay period to a Roth 457. (Maximum calendar year limit for all 457 accounts - before-tax and Roth 457 contributions: $17,000)

❑ I elect not to make elective deferrals until further notice. I understand that if I do not participate now, or discontinue participation, I must wait until the next available entry date.

Step 4: Investment Election

Your investment election will be effective as soon as administratively possible after receipt of this form by Ameritas Retirement Plans, 5900 "O" Street, Lincoln, NE 68510.

If no investment election is received or contributions are received prior to your investment election, contributions will be directed according to the provision of the Plan or the contract, as appropriate.

Important Information. Please read carefully. This investment direction only applies to future contributions received after this form is received by the applicable company listed above. If you wish to reallocate your current account balance, please select "Account Rebalance" at the end of this Step.

All of your future contributions made to this Plan, including rollover contributions, will be invested using the percentages selected.

Option 1: Target Retirement Funds. These portfolios are designed to invest solely in one option that most clearly matches your approximate retirement timeline.

❑ 100% T. Rowe Price Retirement Income Fund
❑ 100% T. Rowe Price Retirement 2010 Fund
❑ 100% T. Rowe Price Retirement 2020 Fund
❑ 100% T. Rowe Price Retirement 2030 Fund
❑ 100% T. Rowe Price Retirement 2040 Fund
❑ 100% T. Rowe Price Retirement 2050 Fund

If you select any one of the Target Retirement Funds above, please skip to the last step - Signature.

Option 2: Your Customized Investment Options. - (Must be in whole percentage increments and add up to 100%.)

Stable Value/ Guaranteed
_____% Guaranteed Investment Account

Investment Grade Bond
_____% Calvert Income Fund A
_____% PIMCO Total Return Fund

Short-Term Bond
_____% Calvert Short Duration Income Fund

Treasury Inflation Protected (TIPS)
_____% American Century Inflation Protection Bond Fund

High Yield/Multisector Bond
_____% PIMCO High Yield Fund

Real Estate
_____% Vanguard® REIT Index Fund
_____% Third Avenue Real Estate Value Fund

Large Value
_____% American Century Equity Income Fund
_____% MFS® Value Fund R3
_____% Vanguard® Value Index Fund

Large Blend
_____% Fidelity® VIP Contrafund® Portfolio SC
_____% Fidelity® VIP Index 500 Portfolio

Large Growth
_____% Alger Capital Appreciation Portfolio
_____% Ameritas Growth Account
_____% Calvert Equity Fund
_____% T. Rowe Price Blue Chip Growth Fund
_____% Vanguard® Growth Index Fund

Mid Value
_____% American Century Mid Cap Value Fund

Mid Blend
_____% FMI Common Stock Fund

Mid Growth
_____% American Century Heritage Fund
_____% Baron Growth Fund

Small Value
_____% Perkins Small Cap Value Fund

Small Blend
_____% Third Avenue Small-Cap Value Fund
_____% Vanguard® Small-Cap Index Fund

Large Cap Int'l
_____% Vanguard® Total International Stock Index Fund
_____% American Century International Growth Fund
_____% Thornburg International Value Fund R4

Emerging Markets
_____% Invesco Developing Markets Fund

Small Cap International
_____% MFS® International New Discovery Fund

Money Market
_____% Fidelity® VIP Money Market Portfolio

Balanced
_____% MFS® Total Return Fund
_____% T. Rowe Price Capital Appreciation Fund

World Bond
_____% FTVIPT Templeton Global Bond Securities Fund

World Stock
_____% Oppenheimer Global Securities Fund/VA

Natural Resources
_____% Van Eck Global Hard Assets Fund

Target Date
_____% T. Rowe Price Retirement Income Fund
_____% T. Rowe Price Retirement 2010 Fund
_____% T. Rowe Price Retirement 2020 Fund
_____% T. Rowe Price Retirement 2030 Fund
_____% T. Rowe Price Retirement 2040 Fund
_____% T. Rowe Price Retirement 2050 Fund

100% Total

By checking the box below, I am authorizing automatic portfolio rebalancing. I understand this option will remain in effect until I notify Ameritas Retirement Plans otherwise.

- ❑ Automatic Portfolio Rebalancing quarterly based on calendar end date
- ❑ Automatic Portfolio Rebalancing quarterly based on initiation anniversary date
- ❑ Automatic Portfolio Rebalancing semiannually based on calendar end date
- ❑ Automatic Portfolio Rebalancing semiannually based on initiation anniversary date
- ❑ Automatic Portfolio Rebalancing annually based on calendar end date
- ❑ Automatic Portfolio Rebalancing annually based on initiation anniversary date

Account Rebalance

- ❑ By checking this box, I am authorizing a one-time account rebalance of my existing account balance according to the investment allocations selected on this form.

PLEASE NOTE: Your portfolio will be rebalanced as soon as administratively possible after receipt of this form by Ameritas Retirement Plans, 5900 "O" Street, Lincoln, NE 68510.

Step 5: Signature (Please sign below and return this completed form to your Employer.)

NOTE: To help ensure you receive accurate reports that reflect the correct investment of the contributions made to the Plan on your behalf, please review all reports regularly and report any discrepancy to us immediately.

_____ _____ _____
Participant's Signature Social Security Number Date

Unless specific state language is noted below, the following general fraud notice applies.

FRAUD NOTICE
Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement, is guilty of insurance fraud.

AR RESIDENTS
Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

CA RESIDENTS
Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement may be guilty of insurance fraud if convicted of such charges in a court of law.

CO RESIDENTS
It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

DC, KY AND PA RESIDENTS
Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties. The general fraud notice stated above does not apply to DC or Pennsylvania residents.

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

GA, KS, MD, NE, OR AND WY RESIDENTS
Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement may be guilty of insurance fraud.

LA RESIDENTS
Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

ME AND TN RESIDENTS
It is a crime to knowingly provide false, incomplete, or misleading information to an insurance company for the purpose of defrauding the company. Penalties may include imprisonment, fines, or denial of insurance benefits.

NJ RESIDENTS
Any person who includes any false or misleading information on an application for an insurance policy is subject to civil and criminal penalties.

NM RESIDENTS
Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to civil fines and criminal penalties.

OK RESIDENTS
Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

TX RESIDENTS
Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

VA RESIDENTS
Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement may have violated state law.

VT RESIDENTS
Any person who knowingly, and with intent to injure, defraud or deceive any insurance company, files a statement of claim containing any false, incomplete or misleading information may be subject to criminal or civil penalties.

WA RESIDENTS
Any person who knowingly presents fake or fraudulent claim for payment of a loss or knowingly makes a fake statement in an application for insurance may be guilty of a criminal offense under state law.

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AMERITAS RETIREMENT PLANS
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The City of Lincoln
457 Deferred Compensation Plan

BENEFICIARY DESIGNATION FORM

This form allows you to designate the beneficiary(ies) who will receive your Plan assets in the event you die with balances remaining in your Plan account(s). This form does not become effective until it is filed with the Plan Administrator. This designation revokes any prior beneficiary designations for this Plan.

Part 1: Your Information

Name (Last)	Name (First)	Name (MI)	Social Security Number

Address	City	State	ZIP

Date of Hire	Date of Birth	Marital Status	Date of Participation (optional)	Email Address (if available)

Part 2: Beneficiary Designation

Name your beneficiary(ies) and the percent you would like to make payable to each. Percentages must total 100% in each beneficiary category (primary and secondary). If the percentages do not total 100%, any remaining portion will be divided equally among the surviving beneficiary(ies) in the relevant category. If no percentages are indicated, the beneficiaries will share equally. Generally, a beneficiary can be an individual, your estate, or a trust.

The following beneficiary(ies) is entitled to receive the assets of my Plan account(s) in the event of my death.

PRIMARY BENEFICIARIES, if living at death:

Name	Social Security Number	Relationship	Date of Birth

Address	City	State	ZIP	% of Assets (in whole numbers)

Name	Social Security Number	Relationship	Date of Birth

Address	City	State	ZIP	% of Assets (in whole numbers)

PRIMARY TOTAL – 100%

SECONDARY BENEFICIARIES, if no primary beneficiaries are living at my death:

Name	Social Security Number	Relationship	Date of Birth

Address	City	State	ZIP	% of Assets (in whole numbers)

Name	Social Security Number	Relationship	Date of Birth

Address	City	State	ZIP	% of Assets (in whole numbers)

SECONDARY TOTAL – 100%

Part 3: Spousal Consent

If you are married and have not named your spouse to receive 100% of your Plan assets, your spouse must indicate his or her consent by signing this form in the presence of a notary public or Plan representative.

> If less than 100% of the Plan assets have been left to me as primary beneficiary, I consent to the beneficiary(ies) indicated in Part 2. In addition, recognizing that I have the right to limit my consent to a specific form of benefits (such as a lump-sum distribution or installment payments over a period of time), I relinquish that right to any form of benefits that may be elected under the Plan.

Spouse's Signature: _____ Date: _____

Plan Representative's Signature: _____ Date: _____

Or Notary Public's Signature: _____ Date: _____ Date Commission Expires: _____

Part 4: Participant's Authorization

The Plan participant's signature is required.

Participant's Signature: _____ Date: _____

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Rollovers

LET US HELP YOU "GET IT TOGETHER"

Your employer's qualified retirement plan is a great benefit, but only if you take advantage of it. Rollovers allow you to consolidate your retirement assets from multiple accounts to just one and are an important step toward turning dreams into reality.

Benefits of consolidating your retirement assets into your qualified retirement plan include:

- One easy-to-read participant statement—just imagine, no more hassles tracking multiple statements!
- As a direct rollover into your qualified retirement plan account you should not incur IRS penalties, since generally, the money is not considered taxable income until it is withdrawn as a cash payment.
- A team of experienced financial professionals continually evaluates the performance of the funds offered under our products.

Our Rollover Assistance Program is available to help you complete your rollover request.

How it Works:

- Complete a Qualified Rollover Request form (on the reverse side of this page) and submit it to the Rollover Assistance Program. This allows a rollover specialist to assist with your rollover and track its status.
- Ask your prior employer or IRA financial institution for distribution forms. Many financial institutions require that you complete their forms to request a rollover.
- If you complete paperwork elect a "direct rollover into a qualified plan" with the check made payable to:

  Ameritas Retirement Plans
  FBO – Your Name – Contract # **
  5900 "O" Street
  Lincoln, NE 68510

  **Your current employer's contract number (located in the lower right corner of the Qualified Rollover Request form on the reverse side) should be referenced on the rollover check.
- A Rollover Specialist can assist you with your rollover and answer any questions. Call **(800) 277-9739** or email: **rollover@ameritas.com** for more information.

Your completed Qualified Rollover Request form can be returned by mail to 5900 "O" Street, Lincoln, NE 68510, faxed to (402) 467-7952 or returned by email to rollover@ameritas.com

The City of Lincoln
457 Deferred Compensation Plan

AMERITAS 457 RETIREMENT PLANS
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QUALIFIED ROLLOVER REQUEST FORM

Step 1: Personal Information

Name (Last)	Name (First)	Name (MI)	Social Security Number

Address	City	State	ZIP

Daytime Phone Number	Date of Birth	Email Address (if available)

Step 2: Prior Financial Institution

Name	Account Number	Telephone Number

Address	City	State	ZIP

Step 3: Eligible Plans

For purposes of this form, "Qualified Plan" means a qualified pension, profit sharing, 401(k), governmental 401(a) or stock bonus plan. "Section 403(b) Plan" means a tax- sheltered annuity under IRS code section 403(b). "IRA" means an Individual Retirement Account/Annuity and "SEP" means a Simplified Employee Pension Plan. "Governmental 457(b) Plan" means a 457(b) deferred compensation plan sponsored by a state or local government entity.

Please check the type of plan that you are rolling over from:

- ❑ Qualified Retirement Plan
- ❑ Traditional IRA or SEP
- ❑ Governmental 457(b) Plan
- ❑ 403(b) tax sheltered annuity
- ❑ Simple IRA–Origination Date _____
  (Eligible only after 2 yrs of enrollment in the SIMPLE IRA)

❑ **I elect to transfer 100% of my current balance to my qualified retirement plan account.**

The rollover is assumed to be a pre-tax distribution unless specified below:

Amount of Roth After-Tax Contributions (i.e., basis) $_____

Amount of non-Roth After-Tax Contributions (i.e., basis) $_____

Amount of Earnings on Roth After-Tax $_____

Year 1st Roth After-Tax Contribution was made _____

If you have not selected investment allocations for your retirement account, funds will be applied to the plan's default selection. To choose investment allocations please contact your employer.

Step 4: Request Rollover from Prior Financial Institution

- Contact the financial institution that currently holds your retirement funds to request the rollover and determine any additional transfer requirements.
- Instruct them to complete the rollover check as follows:
  The check must be made payable to: Ameritas Retirement Plans
  FBO (your name)
  5900 "O" Street
  Lincoln, NE 08510

If your financial institution sends the check to you please mail this completed form with your check.

If you have questions or would like assistance in contacting the financial institution to obtain your rollover funds, please call our Participant Contact Center at 1-800-277-9739.

By completing and signing this form, I understand that I am irrevocably designating the amount of the rollover as a rollover contribution. I also certify that this amount is qualified for rollover treatment, as it meets the rollover rules listed above. All rollover contribution amounts will be allocated according to the current investment allocation percentages in effect at the time the rollover contribution is received. If a valid investment selection is not on file, the rollover contribution will be invested in the default account selected by the plan. I understand this rollover contribution will become part of my qualified plan account balance and subject to the rules and terms of the plan. I understand that I must provide after-tax basis information, if applicable, regarding my rollover. If this information is not provided, I understand all of the rollover will be treated as pre-tax dollars.

Due to numerous restrictions and important tax consequences related to rollovers, I understand that it is advisable to confer with my attorney or tax advisor prior to initiating such a transaction. I understand that once this rollover is made, it is irrevocable. I understand that my present financial institution may assess penalties for early investment withdrawal. I will assume full responsibility for any adverse consequences relating to this rollover contribution, and I agree that Ameritas Retirement Plans shall in no way be responsible for those consequences. I, the undersigned, request and direct the present financial institution named above to liquidate and transfer in cash the assets of the above account to Ameritas Retirement Plans.

By signing below, I authorize Ameritas Retirement Plans to discuss the rollover of my account at the financial institution referenced in step 3 of this form to my plan at Ameritas Retirement Plans.

Participant's Signature: _____

Date: _____

Ameritas Retirement Plans agrees to accept the funds from the above referenced account as a direct rollover to a qualified retirement plan.

Contract: 120883