

Service Level Agreement

J.P. Morgan agrees to provide services in accordance with the performance standards stated herein.

In the event J.P. Morgan does not meet one of the performance standards listed below, J.P. Morgan will be given an opportunity to cure such failure. If J.P. Morgan fails to meet the performance standard in the subsequent quarter, J.P. Morgan agrees to forfeit revenue for each performance standard not met pursuant to the “J.P. Morgan revenue at risk” column below. In no event, however, shall the total amount forfeited by J.P. Morgan in any given calendar year exceed: 1.) 10% of J.P. Morgan’s annualized per participant/recordholder fees determined as of the beginning of each calendar year; and 2.) 5% of J.P. Morgan’s annualized per participant/recordholder fees determined as of the end of each calendar quarter based upon the number of participants/recordholders with a balance in the plan as of the last day in any given quarter. The amount of J.P. Morgan’s annualized per participant/recordholder fees shall equal the number of participants/recordholders with a balance in the plan as of each December 31 multiplied by the plan’s annual per participant/recordholder fee.

Total Retirement Solutions Service Standards			
Plan Sponsor and Participant Service	Minimum Service Standard	Performance Measurement	J.P. Morgan Revenue at Risk
Retirement Service Center hours of availability	Retirement education specialists available 100% of time during regular hours of service (7 a.m. to 8 p.m. Central time, Monday through Friday) except for closings of NYSE, holidays and shortened hours associated with early market close or holiday eves	Metric provided as part of the quarterly J.P. Morgan Service Level Report	0.25% of J.P. Morgan revenue for each 0.1% below the 100% benchmark with a maximum fee reduction of 1% of J.P. Morgan revenue
Call abandon rate	Less than 3% of participant calls abandoned (J.P. Morgan complex wide)	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Call answering speed	80% of participant calls answered within 20 seconds (J.P. Morgan complex wide)	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
First call resolution for participants	90% of participant questions resolved during first call	Metric provided as part of the quarterly J.P. Morgan Service Level Report	0.25% penalty for each 1% below 90% benchmark with maximum penalty of 1% of J.P. Morgan quarterly revenue
IVR / Internet availability	99.5% of the time IVR/Internet available excluding regularly scheduled maintenance	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Plan-level reporting for Plan Sponsor	99.5 % of the time Reports available online – updated monthly and nightly excluding regularly scheduled maintenance	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue

Participant-level reporting for Plan Sponsor	99.5% of the time Reports available online – updated monthly and nightly excluding regularly scheduled maintenance	Ongoing evaluation by Plan Sponsor and Strategic Relationship Manager Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Distribution of Form 1099R	Delivered prior to January 31 st of each calendar year, excluding corrected 1099Rs	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan revenue
Participant confirmation statement mailing	Mailed on the business day following completion of transaction processing	Executed as part of automated processes. Accuracy consistent with minimum service standard unless otherwise disclosed.	1% of J.P. Morgan revenue
Distribution upon request of generic and/or Participant specific documents including administrative forms, enrollment and termination materials and Participant statement copies	99% of documents distributed within one business day of participant request. (<i>Excludes enrollment material delays directly related to quarterly performance information updates required by FINRA</i>)	Executed as part of automated processes. Accuracy consistent with minimum service standard unless otherwise disclosed.	1% of J.P. Morgan quarterly revenue
Participant statement mailing / availability	DC Plan statements mailed, if applicable, 10 business days after quarter-end (unless longer period specified by Plan Sponsor, impact of Plan Sponsor data review or delay in receipt of third-party data). TRS statements, if selected by the plan sponsor, mailed, if applicable, 20 business days after quarter-end (unless longer period specified by Plan Sponsor, impact of Plan Sponsor data review or delay in receipt of third-party data). 20 business days allowed for first statement coming out of implementation of new services effective January 1, 2010. Available online 36 hours after statements are finalized and approved.	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue

Participant issue resolution (inquiries not handled on first call)	Average resolution time complex wide will be within five business days of participant first call reporting issue assuming timely responses from Plan Sponsor (<i>excludes death cases</i>)	Evaluated as part of standard business process. Accuracy consistent with minimum service standard unless otherwise disclosed. Reported as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Timeliness of callbacks to Plan Sponsor	Same day assuming message left before 12 p.m. Central time; if after 12 p.m., call will be returned <u>no later</u> than 1:00 p.m. the following business day excluding paid time off days of Strategic Relationship Manager or Service Delivery Manager.	Ongoing, joint evaluation by Plan Sponsor and Strategic Relationship Manager	

DC-Specific Service Standards			
Plan Sponsor and Participant Service	Minimum Service Standard	Performance Measurement	J.P. Morgan Revenue at Risk
Conversion timeliness	DC plans live within three business days of anticipated conversion date, contingent upon receipt of final, reconciled participant records from the former recordkeeper.	All conversion tasks are measured throughout the conversion process.	1% of J.P. Morgan revenue Assessed on a one-time basis on first invoice following conversion if applicable
All Participant withdrawal check mailings (i.e., loans, terminations and other distributions)	99% of participant withdrawal requests processed within three business days of completed requests received by J.P. Morgan in good order. Transactions must be entered by 3 p.m. Central time or close of market due to shortened hours associated with early market close / holiday eves (+3 days applies for all transactions including company stock)	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Contribution and loan repayment processing	Contribution and loan repayment processing completed within agreed upon timeframe agreed upon between Plan Sponsor and J.P. Morgan documented in the Plan Specifications and Administrative Procedures (PASP) (contingent upon receipt by J.P. Morgan of files and monies in good order)	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan quarterly revenue
Submission of feedback files to Plan Sponsor payroll	Feedback files provided within timeframe agreed upon between Plan Sponsor and J.P. Morgan documented in the Plan Specifications and Administrative Procedures (PASP)	Metric provided as part of the quarterly J.P. Morgan Service Level Report	1% of J.P. Morgan revenue

Investment transfers	100% of investment transfers processed same business day if participant direction received in good order by J.P. Morgan by 3 p.m. Central time, early close time of investment, or close of market due to shortened hours associated with early market close or holiday eves (excluding investment transfers involving company stock)	Executed as part of automated processes. Accuracy will be consistent with minimum service standard unless otherwise disclosed. Reported as part of the quarterly J.P. Morgan Service Level Report.	1% of J.P. Morgan quarterly revenue
Timeliness of ADP/ACP testing (Defined Contribution Plans only)	Within agreed upon timeframe to meet regulatory guidelines contingent upon timely receipt of complete and accurate data from Plan Sponsor or third parties	Measured against time frame committed to during annual compliance meeting	1% of J.P. Morgan revenue
Timeliness of Form 5500 audit package preparation	Delivered by deadline mutually agreed to in the annual expectations meeting / call; contingent upon timely receipt of complete and accurate data from Plan Sponsor or third parties	Evaluation based on agreed upon deliverable date	1% of J.P. Morgan revenue

The performance standards and revenue at risk information is provided for illustrative purposes only. J.P. Morgan will work with Client to determine the performance standards and revenue at risk applicable to an individual plan. Provided, however, in no event shall such agreed upon performance standards or revenue at risk exceed the performance standards or annual and quarterly revenue at risk specified herein.

J.P. Morgan shall not be liable for the performance standards and the revenue at risk stated herein for failure to meet any of the performance standards as a result of an interruption of any service provided under the agreement or delayed or defective performance of such service arising out of war, natural disasters, acts of terrorism, loss of utilities, government restrictions, trading halts, exchange or market rulings, extraordinary market volatility or exchange conditions, disabling strikes or any other causes beyond its reasonable control. J.P. Morgan shall maintain a reasonable disaster recovery plan and shall use its best efforts to resume services on a normal basis as soon as practicable.