

# ERISA SECTION 408(b)(2) NOTICE

PREPARED FOR

FOR PERIOD ENDING 2/28/2013

PLAN SPONSOR:

Note: For any information highlighted in orange, please see the actual fee quote provided to your Plan.

The ERISA Section 408(b)(2) Notice ("Notice") is provided to you as the responsible plan fiduciary for your retirement plan ("Plan"), which is the person with the authority to engage Benefit Plans Administrative Services, Inc. ("BPAS") and its affiliates, which are subsidiary companies of BPAS as service providers to your Plan. If you are not the responsible Plan fiduciary, please contact BPAS at [TrustSales@bpas.com](mailto:TrustSales@bpas.com) or by calling 315-292-6900.

Based on recent guidance from the U.S. Department of Labor, we are providing you with this Notice regarding the services we provide on behalf of the Plan and the compensation we receive in connection with these services. Most of this information has already been provided to you as part of our materials and agreements.

**Important note:** Every effort has been made to ensure the accuracy of this report. However, if an error is found, please notify BPAS immediately by sending an email to [TrustSales@bpas.com](mailto:TrustSales@bpas.com) with a summary of the possible error. If an error is found, this report will be corrected and re-distributed electronically to Plan fiduciaries.

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# Introduction

## General Information

Benefit Plans Administrative Services, Inc. ("BPAS") provides certain services ("Services") on behalf of your Plan through its affiliates, which are subsidiary companies of BPAS. These Services include plan recordkeeping services ("Recordkeeping Services"), third party administrator services ("TPA Services") and custody services ("Custody Services"). This Notice is delivered by BPAS on behalf of Benefit Plans Administrative Services, LLC, d/b/a Benefit Plans Administrators ("BPA"), which is the provider of Recordkeeping Services and TPA Services. It is also being delivered by BPAS on behalf of Hand Benefits & Trust Company ("HB&T"), which provides the Custody Services for the Plan. The Notice is also being provided by BPAS on behalf of Hand Securities, Inc. ("HSI"), which provides services on behalf of the Plan as the broker dealer of record.

Certain trust and investment related services ("Trust and Investment Services") are provided on behalf of the Plan by a third party ("Financial Partner") that also serves as the **Trustee** to the Plan. These Trust and Investment Services are provided in accordance with the agreement ("Trust Agreement") separately entered into by the Financial Partner and you on behalf of the Plan. Since the Financial Partner's services are provided in a manner that is closely coordinated with the delivery of our Services, for your convenience, we have included certain compensation and service information relating to the Financial Partner. However, the Financial Partner is not affiliated with BPAS, and it may be providing (or required to provide) its own separate ERISA Section 408(b)(2) notice.

## Status of Providers

BPA, HB&T and HSI are not acting as fiduciaries of the Plan under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or as investment advisers registered under the Investment Advisers Act of 1940 or any state securities law, in connection with the Services provided on behalf of the Plan.

The Trust and Investment Services provided by the Trustee are deemed by the U.S. Department of Labor to involve the performance of certain "fiduciary" responsibilities within the meaning of Section 3(21) under ERISA by reason of the Trustee's status as the legal trustee for the Plan. If the Trustee has been engaged to serve as the Plan's directed trustee, the services provided by Trustee may, in form only, be deemed by the U.S. Department of Labor to involve the performance of certain residual "fiduciary" responsibilities within the meaning of Section 3(21) under ERISA solely by reason of the Trustee's status as the legal trustee for the Plan, even though the Trustee may not otherwise hold or exercise any substantive investment advisory responsibilities under the Plan.

## Important Note


The information included in this disclosure is not intended to replace or modify any existing or prospective agreement relating to the Plan, and should not be relied upon as a legal contract or guarantee for any service that is or will be provided by BPAS, its affiliates, or the Financial Partner.

While this disclosure covers the services provided by BPAS, with additional information related to the services of your Financial Partner (*if applicable*), BPAS cannot certify that this disclosure covers the 408(b)(2) reporting obligation of the Financial Partner. Each Financial Partner is responsible for determining whether additional disclosures are necessary regarding their services and providing such disclosures to the Plan Sponsor. If you have additional questions regarding the adequacy of any 408(b)(2) disclosure, please contact BPAS or the Financial Partner to discuss.

## Service Providers and what they do

Today's qualified retirement plans involve a complex array of services: TPA Services, Recordkeeping Services, mutual fund clearing and custodial services, and the services of various financial intermediaries. Each of these services addresses different needs within the Plan, with a collective goal of helping participants accumulate sufficient wealth to fund a secure retirement.

Qualified plan service providers play various roles to assist Plan fiduciaries in handling critical, plan-related functions. Following is a list of the service providers involved in your retirement plan and the roles they play. Below are terms you will see referenced throughout this report, which are collectively referred to as "Service Providers."

Service Provider	What does this provider do?	Firm providing this service
Investment Managers	Responsible for implementing a fund's investing strategy and managing its portfolio trading activities. Investment managers are paid a fee for their work, which is a percentage of the fund's average assets under management.	Various investment managers for each of the mutual Funds within your Plan
Custody Services	The institution responsible for investing Plan assets as directed by an authorized Plan fiduciary, including participant directed Plans, and providing ongoing valuation and accounting, as well as other related trust administrative services.	Hand Benefits & Trust
Recordkeeper	Maintains participant records and transactions for the retirement Plan, ensuring accurate and efficient accounting based on information provided by the Plan fiduciaries.	Benefit Plans Administrators
Third Party Administrator	Performs administrative and consulting functions for a Plan ( <i>e.g.</i> compliance testing, allocation of employer contributions, processing forfeitures, preparation of Form 5500). This role may also include maintaining the Plan document and preparing required notices.	Benefit Plans Administrators
Financial Partner	Typically provides overall relationship management services, participant education services, and a range of Plan sponsor and fiduciary services. This firm may be a trust company, registered investment advisor, broker-dealer, or consulting firm.	

## Description of Services

BPA, HB&T and HSI provide Services as described below. The Financial Partner has delegated HB&T to serve as "Agent to Trustee" in providing certain Trust and Investment Services as described below. Although BPAS, BPA, HB&T and the Financial Partner have been engaged to provide their respective Services, please note that the responsibility for maintaining the Plan in legal compliance rests with you in your fiduciary capacity as the Plan Sponsor.

If the Plan's trust is domiciled in Puerto Rico, please note that the Plan's assets are actually held in trust by a bank or trust company organized under the laws of Puerto Rico (Puerto Rico Trustee) in accordance with applicable local law. With respect to any such Puerto Rico Trustee, HB&T's services would include serving as a sub-custodian to the Puerto Rico Trustee and maintaining custody of the Plan's assets, but it would not include serving as trustee on behalf of the Plan. The services and fees of the Puerto Rico Trustee would be governed by the terms of the Plan's separate trust agreement with the Puerto Rico Trustee, which is not affiliated with HB&T.

SERVICE PROVIDED	BPAS <sup>1</sup>	FINANCIAL PARTNER	OTHER
<b>TRUST OR CUSTODY SERVICES</b>			
Maintain custody of the Plan's assets as the Plan's custodian	●		
Register Plan assets and mutual fund clearing functions through National Securities Clearing Corp ("NSCC")	●		
Daily reconciliation of all assets to NSCC positions	●		
Provides annual valuation, accounting and related trust administrative services	●		
Invests Plan assets as directed by an authorized Plan fiduciary	●		
State check monitoring and escheatment services	●		
<b>RECORDKEEPING AND PLATFORM SERVICES</b>			
Manage conversion of incoming Plan from prior platform	●		
Provide daily valuation services	●		
Contribution and census processing (e.g. CPRO data feeds, reject validation)	●		
Process daily transactions driven by Plan activity	●		
Post income, dividends, and capital gains	●		
Prepare and maintain participant loans, as applicable	●		
Process hardship withdrawals, as applicable	●		
Process distributions and tax withholding/reporting	●		
Preparation of Internal Revenue Service ("IRS") Forms 945 and 1099-R	●		
Printing and fulfillment of transaction confirmations	●		
Maintain accurate and detailed accounts of all investments, receipts, disbursements, and other transactions	●		
Preparation of Quarterly Participant Benefit Statements and Newsletters	●		

<sup>1</sup> BPAS refers to BPAS and its applicable affiliates

## Description of Services (cont'd)

SERVICE PROVIDED	BPAS	FINANCIAL PARTNER	OTHER
<b>RECORDKEEPING AND PLATFORM SERVICES (cont'd)</b>			
Calculate payouts for both terminated participants and retirees	●		
Special reports, service provider audits, or other audits requested by the IRS or Department of Labor (DOL)	●		
Prepare annual accounting of Plan assets to be submitted to the Plan's auditors	●		
ESOP dividend processing, accounting and recordkeeping, as applicable	●		
Facilitate online and hard copy enrollment kits	●		
Provide and maintain Plan sponsor, participant and advisor websites	●		
Provider of participant automated voice response unit	●		
Provide and maintain multi-lingual participant call center	●		
Issuance of Quarterly and Annual Trust Statements	●		
<b>THIRD PARTY ADMINISTRATION ("TPA") SERVICES</b>			
Plan consulting and design services	●		
Plan document services and amendments, including submission to IRS for Determination Letter	●		●
Prepare and deliver required annual notices (e.g., Safe Harbor, QDIA, QPSA, ESOP diversification, as applicable)	●		
Calculation of year-end Employer Contributions and Forfeitures, as applicable	●		
Compliance Testing (e.g., 401(a)(4), 401(k), 401(m), 402(g), 410(b), 415, 416)	●		
Preparation of IRS Form 5500 and related attachments	●		
Tax reporting, withholding, 1099-R reporting	●		
Preparation of Summary Annual Report, as applicable	●		
402(g) and catch up limit monitoring	●		
Consulting on Plan takeovers, termination, or Plan re-design	●		
Plan audit support	●		
Respond to telephone inquiries relating to day-to-day administration of the Plan	●		

## Description of Services (cont'd)

As Trustee of the Plan, Old National Bancorp may also manage certain designated assets of the Plan on a discretionary basis as part of its Investment Services. Certain Trust and Investment Services, including holding the Plan's assets in custody, providing ongoing valuation, accounting and related administrative services, have been delegated to HB&T to serve as Agent to Trustee. Such Trust and Investment Services will also include the following, as applicable:

SERVICE PROVIDED	BPAS	FINANCIAL PARTNER	OTHER
<b>INVESTMENT AND RELATIONSHIP MANAGEMENT SERVICES</b>			
Investment menu design and consultation		●	
Provide assistance in creation and maintenance of an Investment Policy Statement, as applicable		●	
Investment monitoring and reporting		●	
Investment education and guidance		●	
ERISA Section 404(c) Risk Management		●	
Conduct periodic Plan Sponsor meetings		●	
Ongoing participant education		●	

### ***A Message from your Financial Partner***

Your Financial Partner provides a range of services to your retirement plan, some of which are outlined above. The scope and combination of these services can change over time, based on the needs of each client. If you have questions regarding these services or would like additional assistance in any area, please contact your Financial Partner or BPAS.

# Compensation Payable to Providers

The compensation payable to BPA, HB&T, HSI and the Financial Partner for their Services is described below. These Service Providers may receive direct or indirect compensation as explained in the following sections. Additional defined terms are included below. For purposes of the *Compensation Payable to Providers* table and Appendix A this compensation is defined as follows:

## **A. Direct Compensation (Plan Assets)**

Direct Compensation includes any compensation payable directly from the Plan to the Service Provider which is paid through Plan assets in the form of an automatic deduction from individual participant accounts ("Plan Assets"). Neither HB&T nor HSI receive any direct compensation from the Plan. The Financial Partner may receive compensation directly from the Plan in connection with its Trust and Investment Services.

## **B. Indirect Compensation (Indirect)**

"Indirect Compensation" includes any compensation payable to the Service Providers from sources other than the Plan or the Plan Sponsor. The indirect compensation payable to BPA, HB&T and HSI for their respective Services is described below. In addition, certain payments of indirect compensation which may be made to the Financial Partner are also described below.

- i. *Indirect Compensation received by BPA.* As the provider of an investment platform through which Plan clients may access various investment funds ("Funds"), BPA receives payments from the Plan's Funds as indirect compensation for the Recordkeeping Services provided on behalf of the Plan. Funds may include mutual funds, exchange-traded funds and other similar investment products.

BPA may also receive additional compensation directly from each Fund ("Sub-TA Fee") in exchange for tracking and maintaining records of the number of Fund shares that are beneficially owned by the Plan through its account. The Sub-TA Fee, (which is sometimes referred to as a sub-transfer agency fee or shareholder service fee ) is paid annually with respect to the individual participant accounts maintained by BPA as the Plan's recordkeeper. The annual amount paid is described in Appendix A. However, the total Sub-TA Fees received by BPA from the Funds are used to offset the amount otherwise payable to BPA for its Annual Platform Fee as noted in the *Compensation Payable to Providers* table.

- ii. *Indirect Compensation received by HB&T.* HB&T receives payments from BPA in exchange for providing its Custody Services in the amount of 0.01% of the Plan's assets. These Custody Services are related to and provided in connection with the delivery of Recordkeeping Services by BPA. HB&T is an affiliate of BPA and both HB&T and BPA are subsidiary companies of BPAS.
- iii. *Indirect Compensation received by HSI.* When the Plan invests in a Fund that is a mutual fund or a bank collective investment fund, HSI's indirect compensation will include the 12b-1 fees or similar service fees, as applicable, that are paid by the Funds ("12b-1 Fees") for providing distribution-related as well as administrative and informational services to the Plan. The annual amount of the 12b-1 Fees payable to HSI is described in Appendix A. However, the total 12b-1 Fees received by HSI from the Funds are used to offset the amount otherwise payable to BPA for its Annual Platform Fee as noted in the *Compensation Payable to Providers* table. For additional information about the 12b-1 Fees paid by the Plan's Funds, please refer to the relevant prospectuses or other corresponding disclosure documents for the Funds, which were previously provided to you and which are generally available at the relevant Fund provider's website, as well as accessible through BPAS' website at [www.bpas.com](http://www.bpas.com).
- iv. *Indirect Compensation received by the Financial Partner.* As described in the *Compensation Payable to Providers* table, a portion of the Annual Platform Fee may be paid to the Financial Partner in connection with its Investment Services on behalf of the Plan.



## Compensation Payable to Providers (cont'd)

### **C. Invoiced Compensation (Invoiced)**

To the extent that an invoice is remitted to the Plan Sponsor for payment of a fee, this disclosure may not reflect Administrative Fees that are billed directly to the Plan Sponsor, and subsequently paid for by Plan Assets.

### **D. Compensation for Termination of Services**

The compensation that BPA and HB&T expect to receive in connection with the termination of their services on behalf of the Plan is provided in the Plan's Administrative Services Agreement ("ASA").

### **E. Manner of Receipt of Compensation**

The compensation payable to BPA for its Recordkeeping Services and TPA Services are either charged to the Plan or invoiced in arrears to the Plan Sponsor. Except as otherwise designated by you, such compensation is payable to BPA in accordance with the manner provided in the Plan's ASA. All fees are due within thirty (30) days after invoice. In the event fees are not paid within sixty (60) days, such fees will be automatically deducted from Plan assets. With regard to the Sub-TA Fees and the 12b-1 Fees, such amounts are deducted directly from the Fund's assets automatically. With regard to the indirect compensation payable to HB&T, the fee it receives for its Custody Services is paid directly from BPA. Any indirect compensation that may be payable to the Financial Partner for its Investment Services is paid directly from the Fund's assets.

### **F. Asset Based Compensation Payments (APPENDIX A)**

The *Asset Based Compensation Payment* Table provides an overview of the Annual Platform Fee, which is payable directly to BPA and may be shared with the Financial Partner. This table also discloses the Sub-TA Fees payable from the Funds to BPA and the 12b-1 Fees payable from the Funds to HSI, and used to offset the amount otherwise payable to BPA for its Annual Platform Fee. The "True-up Fee" is the Annual Platform Fee minus the Sub-TA Fee and 12b-1 Fee for each Fund. Revenue sharing levels from mutual funds change over time based on a variety of factors. If these revenue sharing payments exceed the Annual Platform Fee, any excess will be retained by BPAS and its affiliates. The True-up Fee for each Plan and Fund is periodically reviewed by BPAS to make corrections as needed and maintain consistency with the Annual Platform Fee.

As described in "Section B. Indirect Compensation", the Financial Partner may earn a portion of the gross amount of the Annual Platform Fee payable to BPA in exchange for its Trust and Investment Services. Although the Financial Partner's Services are governed under a separate agreement between the Plan sponsor and the Financial Partner in light of the fact that the Financial Partner's Services are provided in connection with the delivery of BPA's Recordkeeping Services, the Financial Partner may be viewed as an unaffiliated subcontractor to BPA for certain purposes under ERISA Section 408(b)(2) and the related disclosure rules.

### **G. Plan's Designated Investment Options**

The Plan's Funds are "designated investment alternatives" (other than brokerage windows, self-directed brokerage accounts, mutual fund windows, and similar programs), which means they have been made available as investment options for Plan participants. Information about sales-related charges (such as commissions or other transaction fees) and the Fund's annual operating expenses are available to you in the current prospectus for each Fund. For additional information about any Fund, please read the applicable Fund prospectus, which was provided previously to you and is available through the BPAS website at [www.bpas.com](http://www.bpas.com).

# Compensation Payable to Providers

For additional information about the services provided and compensation received by BPAS, please review your Administrative Services Agreement ("ASA"). Information about the services provided by the Financial Partner is available by contacting them directly.

COMPENSATION PAYABLE TO PROVIDERS	FEE AMOUNT	PAID BY	PAID TO
<b>FEES FOR RECORDKEEPING SERVICES</b>			
Active Participant Flat Fee	\$30.00 per account	Participant	BPAS <sup>1</sup>
Terminated Participant Flat Fee	\$30.00 per account	Participant	BPAS
Participant Loan Origination Fee	\$50.00 per loan	Participant	BPAS
Participant Annual Loan Administration Fee	\$25.00 per loan	Participant	BPAS
Participant Distribution Fee	\$50.00 per distribution	Participant	BPAS
Year-end allocation of Employer Contribution if applicable	Refer to ASA	Invoiced	BPAS
Census processing submitted more frequently than bi-weekly	Refer to ASA	Invoiced	BPAS
Annual Platform Fee (offset by revenue sharing payments from mutual funds)	0.35%	Plan/Indirect <sup>2</sup>	BPAS
<b>FEES FOR TPA SERVICES</b>			
Annual Base Fee	\$1,500.00	Participant	BPAS
Plan Document Consulting Services (Does not include IRS filing Fee, Enrollment Kits)	Refer to ASA	Invoiced	BPAS
Standard Participant Enrollment Kits	\$5 per Enrollment Kit	Invoiced	BPAS
Additional Services (e.g. special reports, employee meetings, plan termination, re-design)	\$125 per hour	Invoiced	BPAS
<b>FEES FOR TRUST AND INVESTMENT SERVICES</b>			
Annual Asset Based Fee	0.50%	Participant	Other <sup>3</sup>

The above is for illustrative purposes only. See the fee page provided to your Plan for specific fee information.

<sup>1</sup> BPAS refers to BPAS and its applicable affiliates

<sup>2</sup> See Appendix A - Annual Asset Based Compensation Payment Table

<sup>3</sup> Old National Trust

## APPENDIX A - Annual Asset Based Compensation Payment Table

Revenue sharing levels from mutual funds change over time based on a variety of factors. The True-up Fee for each Plan and Fund is periodically reviewed by BPAS to make corrections as needed and maintain consistency with the Annual Platform Fee. Please note: 12b-1 fees and Sub-TA payments from mutual funds are included in each fund's total expense ratio (not additional charges).

Ticker	Name of Investment	Platform Fee	12b-1 Fees	Sub-TA Fees	True-Up Fee	Expense Ratio
ACINX	Columbia Acorn International Z	0.35%	0.00%	0.25%	0.10%	0.95%
CPHYX	Principal High Yield	0.35%	0.25%	0.15%	0.00%	0.92%
DODGX	Dodge & Cox Stock Fund	0.35%	0.00%	0.10%	0.25%	0.52%
FDFFX	Fidelity Independence	0.35%	0.00%	0.00%	0.35%	0.70%
GGOAX	Goldman Sachs Growth Opportuni	0.35%	0.25%	0.15%	0.00%	1.36%
HSRSX	Eagle Sm Cap Growth R5	0.35%	0.00%	0.15%	0.20%	0.85%
IDA	Individual Directed Account	0.35%	0.00%	0.00%	0.35%	0.00%
IREWX	ING Real Estate W	0.35%	0.00%	0.25%	0.10%	0.97%
JMCVX	Perkins Mid Cap Value T	0.35%	0.00%	0.25%	0.10%	0.99%
PCVAX	Allianz NFJ Small-Cap Value A	0.35%	0.25%	0.10%	0.00%	1.18%
PENNX	Royce Pennsylvania Mutual Inv	0.35%	0.00%	0.20%	0.15%	0.90%
PMBIX	PIMCO Total Return II Inst'l	0.35%	0.00%	0.00%	0.35%	0.50%
PRSXX	Federated Prime Oblig SS	0.35%	0.12%	0.00%	0.24%	0.36%
REREX	American Funds EuroPacific R4	0.35%	0.25%	0.10%	0.00%	0.85%
VFIFX	Vanguard Target Retirem't 2050	0.35%	0.00%	0.00%	0.35%	0.19%
VFINX	Vanguard 500 Index	0.35%	0.00%	0.00%	0.35%	0.17%
VFITX	Vanguard Interm-Term Treasury	0.35%	0.00%	0.00%	0.35%	0.20%
VFORX	Vanguard Target Retirem't 2040	0.35%	0.00%	0.00%	0.35%	0.19%
VGSTX	Vanguard Star Fund	0.35%	0.00%	0.00%	0.35%	0.34%
VIMSX	Vanguard Mid-Cap Index	0.35%	0.00%	0.00%	0.35%	0.24%
VTENX	Vanguard Target Retirem't 2010	0.35%	0.00%	0.00%	0.35%	0.17%
VTHRX	Vanguard Target Retirem't 2030	0.35%	0.00%	0.00%	0.35%	0.18%
VTINX	Vanguard Tgt Retirem't Income	0.35%	0.00%	0.00%	0.35%	0.17%
VTIVX	Vanguard Target Retirem't 2045	0.35%	0.00%	0.00%	0.35%	0.19%
VTHX	Vanguard Target Retirem't 2035	0.35%	0.00%	0.00%	0.35%	0.19%
VTTVX	Vanguard Target Retirem't 2025	0.35%	0.00%	0.00%	0.35%	0.18%

## APPENDIX A - Annual Asset Based Compensation Payment Table

Revenue sharing levels from mutual funds change over time based on a variety of factors. The True-up Fee for each Plan and Fund is periodically reviewed by BPAS to make corrections as needed and maintain consistency with the Annual Platform Fee. Please note: 12b-1 fees and Sub-TA payments from mutual funds are included in each fund's total expense ratio (not additional charges).

	Ticker	Name of Investment	Platform Fee	12b-1 Fees	Sub-TA Fees	True-Up Fee	Expense Ratio
	VTWNX	Vanguard Target Retirement 2020	0.35%	0.00%	0.00%	0.35%	0.17%
	VTXVX	Vanguard Target Retirement 2015	0.35%	0.00%	0.00%	0.35%	0.17%
	<b>Average Basis Points</b> (rounded to the nearest basis point)			<b>0.04%</b>	<b>0.06%</b>	<b>0.24%</b>	<b>0.49%</b>

The above is for illustrative purposes only. See our complete list of traded funds for information on funds which may be utilized by your Plan.