



## Keep Thinking of Your Future

ADP TotalSource® Retirement Savings Plan  
Keep thinking of your future



A more human resource.™

# Welcome to the ADP TotalSource Retirement Savings Plan

We all know that saving for the future is important. The **ADP TotalSource® Retirement Savings Plan** (the Plan) offered by your employer is a benefit designed to help support your retirement savings strategy. Whether you're new to saving or an experienced investor, this guide helps explain the features of the Plan and how to get enrolled today.

## Q&A

**Q: Approximately what percentage of the average American's retirement income is covered by Social Security?**

- a) 25%      c) 67%
- b) 36.5%    d) 89%

Your retirement.  
Social Security to fund  
to save money on top of  
That means you'll have  
A: The answer is b) 36.5%.

Source: Income of the Aged Chartbook,  
Social Security Administration, 2008

### Account Access

If you are ready to join right now or just have a question, you have access to the Plan when you need it.

- **Web** – Access [www.mytotalsource.com](http://www.mytotalsource.com) and log in with your My TotalSource® username and password, then click on the Retirement Savings Plan. Or, you can go to <https://adptotalsource.voya.com> and log in with your ADP Employee ID number and your Voya Financial® issued password. (See below)
- **Mobile** – For iPhone®, iPad®, Android™ and Kindle™ devices\* search **Voya Retire** in your preferred mobile app store.
- **Information Line** – Call **(855) 646-7549**. If you have questions or need assistance, simply press 0 to speak to a Customer Service Associate. They're available from 8:00 a.m. to 8:00 p.m. Eastern Time, Monday through Friday (excluding New York Stock Exchange holidays).

You will receive a PIN issued by Voya®. It comes in a white security envelope. You need to use your Voya-issued PIN to access the mobile application and Information Line, as well as if you go to your account at <https://adptotalsource.voya.com>. Upon your first log-in, you will be asked to change it to a password of your choosing.

\* Includes iPhone®, iPod Touch®, and iPad®, trademarks of Apple Inc., registered in the United States and other countries. App Store is a service mark of Apple Inc. Android is a trademark of Google Inc. Amazon and Kindle are trademarks of Amazon.com, Inc. or its affiliates.



### Your Service Provider – Voya

Who is Voya? Voya is the company that takes care of the daily servicing of the Plan. Voya provides you with Plan information, saving and investing education, processing of transactions, and more. For more information, visit [voya.com](http://voya.com).

# A 401(k) Plan with a variety of features.

When you participate and save in the ADP TotalSource Retirement Savings Plan you benefit from features like:

- **Pre-tax savings** – you pay less in taxes today
- **Roth savings** – you pay taxes today but not in retirement (certain rules apply – see details under Contributions)
- **Employer contribution** – it's like extra money that helps your account grow
- **Tax-deferred investing** – your savings grow without being taxed
- **A choice of investments** – so you can create a portfolio that's right for you
- **Advice** – Personalized retirement savings and investing advice and financial planning
- **Loans and withdrawals** – should you need your savings before retirement
- **24/7 account access** – through the internet or by phone

## Already know you want to save?

- Access [www.mytotalsource.com](http://www.mytotalsource.com) and log in with your My TotalSource username and password, then click on the Retirement Savings Plan. Or, you can go to <https://adptotalsource.voyaplans.com> and log in with your ADP Employee ID number and your Voya issued password.
- Using the Enroll Now menu, select your contribution rate – this is the amount that will be taken from your paycheck each pay period – and then select your investment funds.
- Confirm your choices and submit; that's it!
- You'll receive a confirmation statement of your enrollment, and contributions typically begin within one to two pay periods after eligibility.

If you prefer to use the phone, simply call **(855) 646-7549** and, after log in, access the enrollment menu. If at any time you need help, simply press 0 to speak to a Customer Service Associate.

### Quick Tip: Calculating a Percent (%) of Your Pay

1% of \$100 is \$1. So, for example, if you save 6%, \$6 will go into your 401(k) for every \$100 you earn.

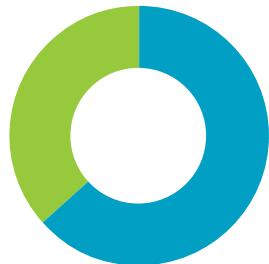


For a quick overview of all your Plan benefits, visit [VoyaDelivers.com/adpts/road](http://VoyaDelivers.com/adpts/road).



# Reasons to start saving today.

## Sources of Retirement Income



- Social Security
- Your Savings and Other Retirement Income Sources

Source: Income of the Aged Chartbook, Social Security Administration, 2008. To obtain your Social Security income estimate, go to [www.ssa.gov](http://www.ssa.gov).



## Your future is in your hands.

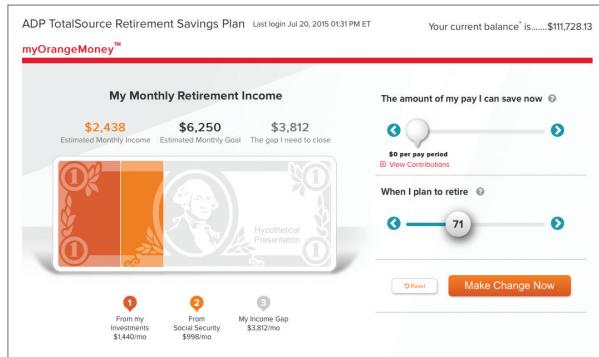
The truth is we all have to take responsibility for our future. And that includes making sure we have the income we'll need in retirement. With Social Security estimated to provide, on average, a little more than 36%, the rest of your retirement income is up to you through personal savings and other retirement income sources – including Individual Retirement Accounts (IRAs) and employer provided plans like the **ADP TotalSource Retirement Savings Plan**. By contributing to the **ADP TotalSource Retirement Savings Plan** now, you'll be taking a step toward building your savings for tomorrow.

## Give yourself a tax break.

When you contribute to your **ADP TotalSource Retirement Savings Plan** on a pre-tax basis (that is, before federal, and in some states, state income taxes are taken out of your paycheck), every dollar you save reduces your current taxable income by a dollar. This means you end up paying less in taxes today. You pay taxes on your savings and earnings at withdrawal based on your tax bracket at that time.

You also have the option of making Roth contributions which are deposited to your account after being taxed. With Roth contributions, you pay no taxes on any earnings ever – even at withdrawal\*.

\* For Roth contributions and earnings to be eligible for tax-free withdrawals, your initial Roth deposit must have been in your account for at least five years and you must be at least age 59½ (or in the event of your permanent disability or your death).



ADP TotalSource Retirement Savings Plan Last login Jul 20, 2015 0131 PM ET Your current balance\* is..... \$111,728.13

myOrangeMoney™

My Monthly Retirement Income

\$2,438	\$6,250	\$3,812
Estimated Monthly Income	Estimated Monthly Goal	The gap I need to close

Hypothetical Presentation

From my Investments \$1,440/mo

From Social Security \$958/mo

My Income Gap \$3,812/mo

The amount of my pay I can save now

When I plan to retire

Reset Make Change Now

### QUICK TIP: Go Online

#### myOrangeMoney® Web Experience: Will you be financially ready for retirement?

Know what your monthly retirement income needs are with myOrangeMoney®. Based on your age and income, this interactive experience helps you determine your retirement income needs and illustrates if there is a gap. Access it anytime through My TotalSource at [www.mytotalsource.com](http://www.mytotalsource.com) or by logging into your account at <https://adptotalsource.voya.com>.

Additionally, click on "Organize your \$\$\$" on the Plan homepage and use the Personal Financial Dashboard tool to see all your accounts in one place. Set goals, create budgets, track spending, review investments, and more. It's your personal financial organizer — no one has access but you.

## Two words: employer contribution.

Your employer may also contribute to your account. It's a powerful boost to your savings. See "Get to know your Plan" for more information.

## The sooner you start, the more you could have.

Starting right now can make a huge difference. Why? Because the longer you save, the more time your savings has to grow and earn returns that go back into your account where they can earn more returns. It's called compounding.

And with the Plan, your pre-tax savings and employer contributions, as well as returns, grow tax-free until withdrawal, while eligible Roth\* contributions and their earnings are tax-free at withdrawal. Regardless, whether pre-tax or Roth, you benefit from "tax-deferred" compounding.

\* For Roth contributions and earnings to be eligible for tax-free withdrawals, your initial Roth deposit must have been in your account for at least five years and you must be at least age 59½ (or in the event of your permanent disability or your death).

**While it's never too late to start saving, just look at how much more you could have by starting early and saving \$200 a month.**

If you start saving  
\$200 a month for:

40 Years	
30 Years	
20 Years	

**\$194,900**

The difference  
in total savings:  
+ \$104,215

Potential Savings

**\$381,530**

The difference  
in total savings:  
+ \$290,845

### How did we come up with these numbers?

They're based on you saving \$200 a month with a consistent 6% rate of return compounded monthly after any applicable fees, charges and expenses. This example is for illustrative purposes only, is not indicative of any investment, and is not intended to constitute specific tax or investment advice. Your results will vary. You should consult your tax advisor or attorney for tax-based decisions. Note that regular investing does not ensure a profit or guarantee against a loss, and you should consider your willingness to stay invested in up as well as down markets.

## Q&A

**Q:** 97% of Americans understand that the earlier they start saving, the better off they'll be. But what percentage of Americans are currently saving for retirement?

- a) 53%      c) 81%  
b) 68%      d) 97%

ture.  
aren't saving for their  
be one of the 47% who  
Whatever you do, don't  
A: The answer is (a) 53%.

Source: Voya Global Survey, conducted by market research firm Epiphany Nov. 5 – 23, 2010.



## Make it Simple

If you've been saving in a prior employer's tax-qualified plan or have a rollover IRA, that balance may be transferable to this Plan. It's called a rollover. You'll find Rollover forms on the Plan website. If you have questions, speak to a Customer Service Associate.

**Call (855) 646-7549.**

Carefully consider the provisions of your current retirement plan and the new product for differences in cost, benefits, surrender charges or other important features before transferring assets. Consult your own legal and tax advisors regarding your situation.

# What kind of investor are you?

Are you a hands-off investor? Need to be in control? Or do you fall somewhere in between? Everyone has a different approach to investing. That's why the **ADP TotalSource Retirement Savings Plan** has a range of options to fit your level of experience, knowledge, and interest. Take a look.

## "Pick-a-date" investment simplicity

### If you like:

- The convenience of having a professional choose and manage the fund mix
- Spending your free time not focused on investing

### Consider:

**The Target Date Funds** — These "one-stop shopping" funds are a pre-diversified mix of investments managed by a professional fund manager who automatically adjusts the risk/return exposure of the fund as you get closer to retirement. You choose the fund with the date closest to when you will be age 65 or plan to retire.

- Voya Target Solution Income Trust
- Voya Solution Trust 2020
- Voya Solution Trust 2025
- Voya Solution Trust 2030
- Voya Solution Trust 2035
- Voya Solution Trust 2040
- Voya Solution Trust 2045
- Voya Solution Trust 2050
- Voya Solution Trust 2055
- Voya Solution Trust 2060

## Pick your investments

### If you like:

- To be in control
- To pick and manage your investment mix
- To keep tabs on your account

### Consider:

**The Plan's Core Funds** — These include stock, bond, and cash investments. You pick the funds you want to invest in and create a strategy that you think will best fit your time horizon and risk tolerance, and then manage your portfolio of funds over time.

- Stable Value Fund – GTC/Standish Collective Investment Trust<sup>1</sup> (Added 4/11/2014)
- Wells Fargo Stable Return Fund<sup>1</sup> (Eliminated 4/11/2014)
- BlackRock US Debt Index Fund
- Fidelity® Total Bond Fund
- Voya Large Cap Value Portfolio
- BlackRock Russell 3000 Index Fund
- Voya Large Cap Growth Portfolio
- John Hancock Disciplined Value Mid Cap Fund
- T. Rowe Price Mid Cap Growth Fund
- Federated Clover Small Cap Value Fund
- T. Rowe Price New Horizons Fund
- BlackRock Global Equity ex-US Index Fund (Blackrock MSCI ACWI ex-US Index)
- American Funds EuroPacific Fund<sup>2</sup>

Generally speaking, Target Date funds target a certain date range for retirement, or the date the investor plans to start withdrawing money. Investors can select the fund that corresponds to their target date. They are designed to rebalance to a more conservative approach as the date nears. An investment in the Target Date fund is not guaranteed at any time, including on or after the target date.

<sup>1</sup> Amounts transferred from the Stable Return Fund must be held in a non-competing investment option for 90 days before they may be transferred to a 'Competing fund.'

<sup>2</sup> The American Funds EuroPacific Fund does not permit transfers into the Fund for amounts equal to or greater than \$5000 for a 30 calendar day period following a transfer out of the Fund for amounts equal to or greater than \$5000.

For more information about the funds, including historical performance, fund fact sheets, and more, go to the Plan website and select the Fund Information menu. You should read all fund information made available to you before investing.

**Self-Directed Brokerage Account (SBDA):** This is a brokerage option for experienced investors offered through TD Ameritrade by your Plan. It affords more flexibility in choosing your own investments by allowing you to invest in a broad range of investments such as individual stocks, bonds, CDs, over 100 commission-free ETFs, and more than 13,000 mutual funds – including more than 2,100 no-load, no-transaction-fee (NTF) mutual funds<sup>3</sup> (subject to any Plan restrictions). There is a minimum opening account balance of \$5,000 (not to exceed 50% of your total balance). Your account will be charged a \$100 annual fee. In addition, applicable brokerage commissions and fees will be assessed for each SBDA transaction. For more information on the SBDA, including fees and an application go to Forms on the Plan website. Read all information carefully before investing.

Brokerage services provided by TD Ameritrade, Inc., member FINRA/SIPC/NFA. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. Used with permission. TD Ameritrade is an independent entity and not a corporate affiliate of Voya Financial Partners LLC (member SIPC).

<sup>3</sup> No-transaction-fee (NTF) mutual funds are no-load mutual funds for which TD Ameritrade does not charge a transaction fee. No-transaction-fee funds have other fees and expenses that apply to a continued investment in the fund and are described in the prospectus. Funds held 90 days or less may be subject to a Short-Term Redemption Fee. This fee is in addition to any applicable transaction fees or fees addressed in the fund's prospectus.

# Need help?

Voya Retirement Advisors, LLC (VRA)\* offers investment advisory services, powered by Financial Engines. They can help you with creating a personalized strategy, providing portfolio recommendations based on the funds available in the Plan as well as a recommended savings rate, all designed to help you reach your retirement goals.

## Personalized Advice

### If you like:

- Getting savings and investment advice tailored to your personal situation, Voya Retirement Advisors provides you with two levels of service.

### Consider:

**Online Advice** — If you prefer to manage your own account, this web-based service lets you get personalized retirement income forecasts, risk assessments, and specific savings and fund recommendations at no additional cost to you.

**Professional Management** — If you prefer to have your account managed for you, you can work one-on-one by phone with a professional and receive:

- Personalized advice and forecasts
- Specific savings and fund recommendations
- Ongoing account management support
- Quarterly progress reports

There is an additional fee if you enroll in Professional Management based on your account balance.

For details, select the Advice link on the Plan website or call the Information Line at **(855) 646-7549** and ask to speak to a VRA Investment Advisor Representative. They are available Monday – Friday, from 8:00 a.m. to 8:00 p.m. Eastern Time (excluding New York Stock Exchange holidays).

\* **Advisory Services provided by Voya Retirement Advisors, LLC (VRA).** For more information, please read the Voya Retirement Advisors Disclosure Statement, Advisory Services Agreement and your plan's Fact Sheet. These documents may be viewed online by accessing the advisory services link(s) through your plan's web site at <https://adptotalsource.voya.com>. You may also request these from a VRA Investment Advisor Representative by calling your plan's information line at (855) 646-7549. Financial Engines Advisors L.L.C. acts as a sub-advisor for Voya Retirement Advisors, LLC. Financial Engines Advisors L.L.C. (FEA) is a federally registered investment advisor and wholly owned subsidiary of Financial Engines, Inc. Neither VRA nor FEA provides tax or legal advice. If you need tax advice, consult your accountant or if you need legal advice consult your lawyer. Neither Voya Retirement Advisors nor Financial Engines Advisors can guarantee results and past performance is no guarantee of future results. Financial Engines® is a registered trademark of Financial Engines, Inc. All other marks are the exclusive property of their respective owners.



Over 310,000 people have turned to us for help with their retirement accounts.\*

You don't need to be wealthy to get help. VRA has seen account balances that range from \$5 to \$5 million, and everywhere in between.

\*As of September 30, 2015, and includes Online Advice users and Professional Management members.



# Get to know your Plan.

## Elect Your Beneficiaries

Be sure to designate a beneficiary. This is the person (or people) who will receive the money in your account in the event of your death.

You can list or change your beneficiary information online at any time in just a minute. Access your account on the Plan website and from the Personal Information menu select Beneficiary Information and follow the instructions.



Here are some of the key facts and features of the **ADP TotalSource Retirement Savings Plan**. You can learn more, enroll, and transact by going to the Plan website. Or you can call the Plan Information Line at (855) 646-7549. Customer Service Associates are available to help you – whether you have questions, need more information, or just need help enrolling or making a transaction. Don't be shy; feel free to call.

## Eligibility

If you are age 21 or older and have completed 3 months of service, you are eligible to start saving in the **ADP TotalSource Retirement Savings Plan**. You may begin participating on your "Entry Date" which is the first paycheck date in the month following the month in which you completed the eligibility requirements described above.

## Enrolling

To enroll, you'll need to access the Plan website or Information Line and select your contribution rate and investment options. More information on enrolling can be found in the "Getting Started" section of this guide.

You can change your contribution rate and/or investment options at any time. If you have questions or need assistance, including assistance in getting enrolled, call the Information Line and speak to a Customer Service Associate.

## Contributions

Contribution is the term used for the money you put into your Plan. Your contribution amount is based on a percentage of your eligible compensation and is deducted automatically each payroll period and deposited to your Plan account.

You can make pre-tax and/or Roth 401(k) contributions of between 1% and 100% of your eligible compensation, up to the annual IRS limit\*. Keep in mind that you can always change your contribution rate at any time, day or night – even at midnight on a Sunday! Depending upon the date of your request, you'll see that change take place within one or two payroll periods.

## Catch-up Contributions

They're called catch-up contributions for a reason. They're designed to help you get caught up on your savings as you get older. If you'll be 50 or older by the close of the current calendar year, you can make catch-up contributions on top of your regular pre-tax and/or Roth contributions (up to \$6,000 in 2016). While catch-up contributions can be made at any time, they are not "classified" as catch-up until you have reached any of the applicable annual limits (IRS 402(g), 415, etc.).

\* Your personal contributions cannot exceed the annual IRS limit of \$18,000 in 2016 (if you will be age 50 or older in 2016, you can contribute an additional \$6,000 for a total of \$24,000. The IRS limit for all contribution sources is the lesser of \$53,000 or 100% of pay for 2016).

## **Eligible Compensation**

Bonuses and commissions are included in the definition of compensation used by the Plan. As a result, your deferral contribution percentage (if any) will also apply to any bonus or commission paid to you.

## **Fund Elections & Transfers**

You have the flexibility when it comes to your fund elections, and you can make changes any time. You can:

- Choose different funds for your contributions versus your existing balance
- Transfer balances from fund to fund
- Reallocate your entire portfolio to different funds

For a list of the Plan's investment options, refer to the guide or go online to Fund Information on the Plan website.

## **Employer Contribution**

This is your savings boost from your employer. It's called the employer contribution and it is invested in your account on a pre-tax basis. Here's how it works:

- Each pay period, for every \$1 of eligible compensation, your employer will match that dollar at 50% up to the first 6% of eligible compensation you contribute. So be sure to save at least 6% of eligible compensation if you want the full employer matching contribution.

Taxes may be due on any vested portion of employer contributions and the related earnings upon withdrawal. For additional information, please refer to the Special Tax Notice for Plan Distributions found on the Plan website. See your employer if you have questions about employer contributions.

## **Vesting**

Vesting is a term for ownership of your account balance. You're always 100% vested in your deferral contributions, rollover contributions, and the related earnings.

You are also immediately 100% vested in any employer contributions (other than safe harbor contributions if applicable) and those related earnings.

**QUICK TIP:**  
**Keep Your Savings for Retirement**

If you change employers or when you retire, you will need to decide what to do with your account balance. Voya Financial Advisors, Inc. (VFA) offers a free retirement consultation service to assist you in making decisions about your retirement savings. VFA Retirement Consultants\* will explain your options and the tax consequence of each, as well as review the benefits of keeping your savings growing tax-deferred, including the advantages of staying in your Plan.

\*Retirement Consultants are Registered Representatives of and offer securities and investment advisory services through Voya Financial Advisors, (member SIPC).



**To Speak with a Retirement Consultant**

Just call the Plan's Information Line at **(855) 646-7549**. They are available from 8:00 a.m. to 8:00 p.m. Eastern Time, Monday – Friday (excluding New York Stock Exchange holidays).

## Rollovers

Who wants to keep track of their savings from a lot of different accounts? Consolidate. Balances from eligible retirement savings plans – like a previous employer's 401(k) – may be rolled into your **ADP TotalSource Retirement Savings Plan** account. Simply follow the instructions on the Rollover Form found under Forms on the Plan website or call and ask to speak to a Customer Service Associate.

## Loans

The time may come when you just need extra money for something important. Should you need to, you can borrow from your Plan account (a minimum of \$1,000; a maximum of 50% of your balance up to \$50,000).

A loan will have an impact on the growth potential of your savings, and you will need to repay the loan amount and interest to your account through regular payroll deductions. More details on loans – including how many you can take and how to request one – can be found on the Plan website.

## Withdrawals

At age 59½ or older, you can take withdrawals of pre-tax and/or Roth\* savings from your account without tax penalties. You'll pay regular taxes on your pre-tax withdrawal amount including any vested employer contributions (unless you roll it into another qualified plan, like an IRA). Regardless of your age, if you have a financial hardship, you may take a hardship withdrawal for qualified expenses (keep in mind that you'll have to pay regular taxes as well as withdrawal penalties). Before you take a withdrawal, go to the Plan website or call a Customer Service Associate to be sure you understand your options.

\* For Roth 401(k) contributions and earnings to be eligible for tax-free withdrawals, your initial Roth 401(k) deposit must have been in your account for at least five years, and you must be at least age 59½ (or in the event of your permanent disability or your death).

## Transactions

Account transactions made weekdays by 4:00 p.m. Eastern Time will be processed that evening; transactions made after 4:00 p.m. Eastern Time or on weekends will be processed the next business day.

## Fees and Expenses

Certain costs are associated with the Plan (which we try to keep as low as possible) including Plan expenses, and investment management fees and expenses. For more information, please refer to the Plan website, your statement, or the enclosed fee disclosure document.

## Statements

You have access to quarterly statements online at any time, through your online mailbox and the ability to generate a statement based on the timeframe you select – even the last 24 hours! You can shut off paper statements, as well as other correspondence, and have the information posted to your account's online inbox. This feature not only helps the environment and ends regular mail clutter, it's also more secure.

# Getting started.

It's important that everyone be saving for retirement – whether that's in a couple of years or 40 or more years from now. And the best way to have the savings you'll need is to just get saving. Getting enrolled is simple.

## Getting enrolled is simple:

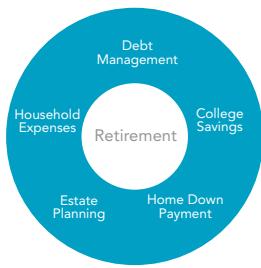
- Go to [www.mytotalsource.com](http://www.mytotalsource.com) and log in with your My TotalSource username and password, then click on the Retirement Savings Plan. Or, you can go to <https://adptotalsource.voyaplans.com> and log in with your ADP Employee ID number and your Voya-issued password, or call (855) 646-7549 and simply press 0 to speak to a Customer Service Associate.
- You'll need your ADP Employee ID number and Password to enroll. Your Password comes to you by mail in a small security mailer – keep an eye out for it.
- From the website's My Account Summary page, select Enroll Now; if calling, select the enrollment option from the main menu.
- Choose how much you want to save each pay period and how you'd like it invested.
- Confirm your elections and submit.
- That's all there is to it. Typically, contributions will begin within one or two pay periods.



### Put Personal Savings Goals in Perspective with Retirement Goals

For many, prioritizing competing financial goals can be a challenge, but having a holistic view can improve your ability to reach those goals. Through Voya Financial Advisors, you have access\* to personal financial guidance online, over the phone, or face-to-face. Some services are no-cost to you, while others do involve a fee. Whether your needs are simple, such as developing a strategy for saving for college and retirement simultaneously, or more complex, as in creating an estate plan or developing a tax-efficient investment strategy, Voya can help.

Call us today at  
**(855) 646-7549.**



\*Please note that while Voya Financial Advisors do not make money on individual conversations, the products and programs they offer have fees and costs associated with them. Please refer to the disclosures/prospectuses of the individual products for additional pricing information. Neither Voya Financial Advisors nor its registered representatives offer legal or tax advice. For tax or legal advice please consult with your attorney or tax advisor. Securities and investment advisory services offered through Voya Financial Advisors (member SIPC), 909 Locust Street, Des Moines, IA 50309.

**THIS PAGE IS INTENTIONALLY LEFT BLANK.**

# ADP TotalSource<sup>®</sup> Retirement Savings Plan

## Notice of Default Investment Fund

This notice describes the default investment fund of the ADP TotalSource Retirement Savings Plan (the "Plan"). The "default fund" is the investment option that receives any contributions for participants who have not selected an investment option(s) in which to invest contributions that are made to the Plan on their behalf.

### What is the default fund?

You have the right to direct the investment of your Plan account, including all Employer Contributions, Pretax or Roth 401(k) Contributions and Rollover Contributions, if any, made on your behalf to the Plan (and all earnings thereon), among any investment options available under the Plan. If you did not provide investment instructions, the Plan automatically invested your contributions in the Plan's default investment option, Voya Target Solution Trust. If you have failed to provide investment instructions, future contributions and/or loan repayments made to the Plan, will also be invested in one of the Voya Target Solution Trusts, as described below.

You can change from the default investment option to any other investment options available under the Plan as of any business day with respect to your existing account balance or new contributions by calling the Plan's toll-free number at (855) 646-7549 or by logging on to the participant website at <https://adptotalsource.voyaplans.com>. There are no fees for choosing another investment option for current account balances or future contributions.

### Characteristics of the default fund

Unless you choose a different investment fund or funds, your Plan account will be invested in one of the Voya Target Solution Trusts. The Voya Target Solution Trusts are a series of "targeted retirement date funds" meaning that they are designed to provide varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income investments based on a participant's target retirement date (the date the participant will attain age 65).

The Voya Target Solution Trusts include the Voya Target Solution Income Trust, Voya Target Solution Trust 2020, Voya Target Solution Trust 2025, Voya Target Solution Trust 2030, Voya Target Solution Trust 2035, Voya Target Solution Trust 2040, Voya Target Solution Trust 2045, Voya Target Solution Trust 2050, Voya Target Solution Trust 2055 and the Voya Target Solution Trust 2060. The Voya Target Solution Trust in which your assets will be invested on the date nearest to when you attain age 65 (your targeted retirement date). Please refer to the following grid to determine the Target Date Option your assets will be invested in by default if you do not make an affirmative election otherwise. Locate your "Birth Year" in the right column and in the left column you will find the corresponding "Target Date Option". Please note that in the event the Plan does not have information regarding your birth date, the defaulted amounts will be automatically initially transferred into the Voya Target Solution Trusts using the average age of all Plan participants in order to determine the targeted retirement date and appropriate Voya Target Solution Trust until such time that your correct birth date can be determined.

### Target Date Option

Voya Target Solution Income Trust
Voya Target Solution Trust 2020
Voya Target Solution Trust 2025
Voya Target Solution Trust 2030
Voya Target Solution Trust 2035
Voya Target Solution Trust 2040
Voya Target Solution Trust 2045
Voya Target Solution Trust 2050
Voya Target Solution Trust 2055
Voya Target Solution Trust 2060

### Birth Year

12/31/1952 or Before
01/01/1953 - 12/31/1957
01/01/1958 - 12/31/1962
01/01/1963 - 12/31/1967
01/01/1968 - 12/31/1972
01/01/1973 - 12/31/1977
01/01/1978 - 12/31/1982
01/01/1983 - 12/31/1987
01/01/1988 - 12/31/1992
1/1/1993 or After

The Voya Target Solution Income Trusts seeks to provide income and a modest level of capital appreciation. The other Voya Target Solution Trusts seek high total return until their target retirement dates, following which they seek high current income and, as a secondary objective, capital appreciation.

Assets of each Voya Target Solution Trusts are invested in a combination of funds, including domestic and international equity funds, investment-grade and high-yield fixed income funds and short-term funds. The Voya Target Solution Trusts differ primarily due to their asset allocations among these fund types. Funds with longer time horizons generally allocate more of their assets to equity securities to pursue capital appreciation over the long term. Funds with shorter time horizons replace some of their equity holdings with fixed income and money market holdings to reduce risk and price volatility.

The name of each Voya Target Solution Trust refers to the approximate retirement year of the investors for whom the Voya Target Solution Trust's asset allocation strategy is designed. Each Trust's asset allocation becomes more conservative as the Trust's target year approaches. For example, the Voya Target Solution Trust 2045, which is designed for investors planning to retire around the year 2045, has a relatively aggressive target asset allocation, with a substantial portion of its assets invested in equity funds and a modest portion invested in fixed income funds. By contrast, the Voya Target Solution Trust 2020, which is closer to reaching its target retirement year, has a relatively conservative target asset allocation, with a little over half of its assets in equity funds and the remainder in fixed income and short-term funds. The Voya Target Solution Income Trust is designed for investors in their retirement years and assets are invested pursuant to a stable target asset allocation that emphasizes fixed income and short-term funds, but also includes a small investment in equity funds.

Many factors affect each Voya Target Solution Trust's performance. Each Voya Target Solution Trust is exposed to the risks associated with the underlying funds in which it invests. The underlying funds can invest in international securities, which involve risks such as currency fluctuations, economic instability, regulatory conditions, and political and social developments. The underlying funds may invest some or all of their assets in small and/or midsize companies, which increase the risk of greater price fluctuations. The underlying funds may also have a significant portion of their assets in bonds, which involves certain risks, including interest rate risk (as interest rates rise, bond prices fall, with longer term bonds having more exposure than shorter term), credit risk, and inflation risk. The underlying funds may invest in a particular industry or group of related industries which can be significantly affected by market conditions, interest rates and financial developments. The funds also invest in many types of debt securities, such as mortgage-backed securities, which involve a prepayment risk. The trusts may invest in "growth" and "value" stocks which involve risks such as political, market, and economic developments. Securities that the underlying funds invest in using a quantitative analysis may also react differently to developments than the market as a whole. The underlying funds' abilities to invest in derivatives (contracts whose values are tied to an underlying asset, security, or index) and forward settling securities (commitment contracts to pay for the securities at a predetermined time in the future at an agreed upon price) can magnify investment risks because these securities can have a leveraging effect by providing investment exposure in an amount exceeding the initial investment. The investor should also note that an investment in a money market investment is neither insured nor guaranteed by the Federal Deposit Insurance Corporation and, although the investment seeks to preserve the value of the investment at \$1.00 per share, it is still possible to lose money.

There are operating expenses associated with the Voya Target Solution Trusts. See your Fee Disclosure for more information on these expenses.

#### **Other Options**

The Plan fiduciaries strongly encourage you to make your own investment selections for all contributions made to the Plan. The default funds were chosen based on the characteristics of the entire group, but you are in a far better position to choose the investment that is best for you individually. You can change your investment choices whenever your own needs or preferences change. You can obtain a prospectus and other investment information concerning any investment option under the Plan from the website, <https://adptotalsource.voyaplans.com>, or by calling (855) 646-7549. Remember to read all fund information carefully before making any investment decisions. More details regarding Plan provisions, as well as information about your rights and obligations under the Plan may be found in the Plan's Summary Plan Description ("SPD"). If you have any questions about the Plan, please contact the Plan Administrator through ADP TotalSource's Employee Services Center at (800) 554-1802 or (800) 670-8881.

*Note: The complete provisions of the Plan are set forth in a separate Plan document and in the SPD. In case of any difference between this notice and the Plan document and SPD, the provisions of the Plan document and SPD will control.*

# Voya Target Solution Trust Series (the Trusts)

**Q3 2015**

Target Date Funds

## Objective and Strategy

The Voya Target Solution Trust Series (the Trusts) is a suite of 10 Target Date Trusts that are designed to meet the goals of retirement plan investors who prefer a single diversified investment option. The objectives for each Voya Target Solution Trust are to help Plan Participants retire with sufficient wealth to satisfy their retirement income needs, deliver a risk/return profile consistent with expectations over the full life of the Trusts, and achieve attractive incremental performance from active management through tactical asset allocation and security selection.

The Voya Target Solution Trust Series invests primarily in other collective trusts according to an asset allocation that is adjusted for each Target Solution Trust with the passage of time. The asset allocation trajectory, known as the "glide path", indicates how each trust's allocation will transition over time. The glide path methodology is aggressive early in a participant's career and conservative at retirement, gradually reducing the equity exposure to align with changing risk profiles, with an accelerated risk reduction as retirement date approaches.

## Glide Path - A Portfolio That Adjusts as Participant's Careers Progress



This chart is for illustrative purposes only and may not reflect the current allocation of the Voya Target Solutions Trusts. The illustration is intended to show how the Voya Target Solution Trusts transition over time.

## Strategic Allocations



	<u>2045-2060</u>	<u>2040</u>	<u>2035</u>	<u>2030</u>	<u>2025</u>	<u>2020</u>	<u>2015*</u>	<u>Income</u>
<b>Total Equity</b>	95%	88%	80%	72%	62%	51%	35%	35%
<b>Total Fixed Income</b>	5%	12%	20%	28%	38%	49%	65%	65%
US Large Cap Equity	52%	48%	45%	43%	34%	31%	24%	24%
US Mid Cap Stocks	11%	10%	7%	7%	7%	5%	3%	3%
US Small Cap Stocks	4%	4%	3%	3%	3%	3%	0%	0%
International Equity	21%	19%	19%	15%	14%	11%	5%	5%
Emerging Markets	6%	6%	6%	4%	3%	0%	0%	0%
Real Estate	2%	2%	2%	2%	2%	2%	2%	2%
Core Fixed Income	2%	4%	7%	11%	22%	25%	38%	38%
Senior Loans	2%	2%	5%	5%	5%	5%	5%	5%
Commodities	1%	1%	1%	1%	1%	1%	1%	1%
Short Duration	0%	0%	1%	4%	5%	6%	8%	8%
Long Term Bonds	1%	0%	0%	1%	0%	0%	1%	1%
High Yield Bonds	0%	4%	4%	4%	4%	4%	4%	4%
TIPS	0%	0%	0%	0%	0%	7%	9%	9%

\*The Voya 2015 Target Solution merged into the Voya Income fund as of mid-August 2015.

The strategic allocations above are suggested long-term targets. Voya Investment Management makes tactical changes to the the trusts based on current market conditions and opportunities which may not reflect the strategic allocations.

© NFP Retirement All Rights Reserved. Data provided by Voya Financial™ Investment Management. The information contained herein: (1) is proprietary to NFP Retirement, and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither NFP Retirement nor its data providers is responsible for any damages or losses arising from any use of this information. Past performance does not guarantee future results. Fact sheet is not complete without accompanying disclosure pages..

## Voya Target Solution Trust Series (the Trusts)

Target Date Funds

**Q3 2015**

### Investment Management Team

The Voya Multi-Asset Strategies and Solutions (MASS) Team manages the Voya Target Solution Trust Series. The MASS Team's experience spans domestic and international markets as well as non-traditional asset such as commodities and real estate. Their asset allocation process capitalizes on proprietary research that models multiple dimensions of opportunity and risk across asset classes. The MASS Team optimizes the benefits of both active and passive management. Within the Trusts, one has access to world-class active managers that bring diverse global insights and resources. JPMorgan, PIMCO, Vanguard, Voya, and Wellington are among the utilized active managers within the Trusts. To compliment the actively managed portfolios and help minimize cost, the MASS Team incorporates a set of index funds managed by Blackrock, iShares, Powershares, and Russell. Prudent use of active risk budgeting helps determine optimal active/passive mix.

### Performance

	as of 9/30/2015							
	YTD	1 Yr	3 Yr Ann.	5 Yr Ann.	10 Yr Ann.	Since Inception	Expense Ratio (Net)*	Inception Date
Voya Target Solution Income Trust	-1.78%	-0.06%	3.91%	4.80%	-	5.71%	0.91%	12/1/2009
S&P Target Date Ret Income Index	-1.31%	0.17%	3.56%	4.79%	4.23%	5.80%	-	-
Voya Target Solution 2020 Trust	-2.48%	-0.38%	5.80%	6.58%	-	6.76%	0.91%	12/1/2009
S&P Target Date 2020 Index	-2.77%	-0.86%	6.30%	7.09%	5.10%	7.77%	-	-
Voya Target Solution 2025 Trust	-3.21%	-1.10%	6.41%	7.15%	-	7.95%	0.91%	12/1/2009
S&P Target Date 2025 Index	-3.19%	-1.36%	6.89%	7.59%	5.21%	8.58%	-	-
Voya Target Solution 2030 Trust	-3.96%	-1.66%	7.03%	7.53%	-	8.72%	0.91%	12/1/2009
S&P Target Date 2030 Index	-3.56%	-1.67%	7.50%	8.04%	5.27%	9.21%	-	-
Voya Target Solution 2035 Trust	-4.47%	-2.33%	7.31%	7.82%	-	9.32%	0.91%	12/1/2009
S&P Target Date 2035 Index	-3.90%	-1.96%	7.96%	8.41%	5.30%	9.76%	-	-
Voya Target Solution 2040 Trust	-4.84%	-2.43%	7.96%	8.04%	-	9.84%	0.91%	12/1/2009
S&P Target Date 2040 Index	-4.16%	-2.20%	8.28%	8.67%	5.34%	10.22%	-	-
Voya Target Solution 2045 Trust	-4.94%	-2.43%	8.26%	8.47%	-	10.17%	0.91%	12/1/2009
S&P Target Date 2045 Index	-4.38%	-2.42%	8.54%	8.83%	-	10.55%	-	-
Voya Target Solution 2050 Trust	-4.95%	-2.43%	8.25%	8.43%	-	10.65%	0.91%	12/1/2009
S&P Target Date 2045 Index	-4.38%	-2.42%	8.54%	8.83%	-	10.78%	-	-
Voya Target Solution 2055 Trust	-5.11%	-2.52%	8.28%	8.53%	-	10.58%	0.91%	12/1/2009
S&P Target Date 2045 Index	-4.38%	-2.42%	8.54%	8.83%	-	10.78%	-	-

\*Effective 1/1/16, Gross and Net Expense Ratios will be reduced to 0.81%

Past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate over time. Current performance may differ from the performance displayed. Carefully consider any and all investment objectives, risk factors and charges and expenses before investing. Contact Voya Financial™ (the Plan's recordkeeper) for a copy of the most recent prospectus prior to investing. For the most recent month end performance, call (855) 646-7549.

**Fact sheets must be accompanied by this disclosure statement.**

**General Disclosures**

The information contained herein has been prepared solely for informational purposes and is not an offer to buy or sell or a solicitation of an offer to buy or sell any security or to participate in any trading strategy. Any decision to invest according to investment advice provided by NFP Retirement should be made after conducting such investigations as the investor deems necessary and consulting the investor's own investment, legal, accounting and tax advisors in order to make an independent determination of the suitability and consequences of an investment.

All data presented herein is unaudited, subject to revision by NFP Retirement, and is provided solely as a guide to current expectations. There can be no assurance that NFP Retirement will achieve any targets or that there will be any return on capital. Historical returns are not predictive of future results.

NFP Retirement and its affiliates do not provide tax advice. Accordingly, any discussion of U.S. tax matters contained herein (including any attachments) is not intended or written to be used, and cannot be used, in connection with the promotion, marketing or recommendation by anyone unaffiliated with NFP Retirement of any of the matters addressed herein or for the purpose of avoiding U.S. tax-related penalties.

This document was produced by and the opinions expressed are those of NFP Retirement as of the date of writing and are subject to change. This research is based on NFP Retirement proprietary research and analysis of global markets and investing. The information and/or analysis contained in this material have been compiled or arrived at from sources believed to be reliable, however NFP Retirement does not make any representation as their accuracy or completeness and does not accept liability for any loss arising from the use hereof. Some internally generated information may be considered theoretical in nature and is subject to inherent limitations associated therein. Any sectors or allocations referenced may or may not be represented in portfolios of clients of NFP Retirement. The reader should not assume that any investments in sectors and markets identified or described were or will be profitable. The use of tools cannot guarantee performance. Past performance is no guarantee of future results. The information in this material may contain projections or other forward-looking statements regarding future events, targets or expectations, and is only current as of the date indicated. There is no assurance that such events or targets will be achieved, and may be significantly different than that shown here. The information in this material, including statements concerning financial market trends, is based on current market conditions, which will fluctuate and may be superseded by subsequent market events or for other reasons.

Market indexes are included in this report only as context reflecting general market results during the period. NFP Retirement may provide research on funds that are not represented by such market indexes. Accordingly, no representations are made that the performance or volatility of any fund where NFP Retirement provides research will track or reflect any particular index. Market index performance calculations are gross of management and performance incentive fees.

**Performance Disclosures**

The performance data quoted represents past performance. Past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's units, when redeemed, may be worth more or less than their original cost. Current performance may be lower than the performance data quoted. An investment in a fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. You could lose money by investing in any fund.

The inception date listed is that of the investment represented by the investment profile. Performance shown subsequent to the inception date is the actual performance of the investment. Other share classes of the investment itself or its underlying investment (depending upon the investment) may have existed longer, which may account for any pre-inception performance shown. If pre-inception performance is shown, it is generally the performance of an older share class of the investment itself or its underlying investment (depending upon the investment) adjusted for fees and expenses of the newer share class. However, if using the expenses of the newer share class rather than the expenses of the older share class (due to lower expenses of the newer share class) would result in better performance, then pre-inception performance represents that of the older share class without any expense adjustment.

This document is not a prospectus and does not constitute an offer of securities in any jurisdiction. Potential investors should obtain a copy of the prospectus from the Plan's record keeper and should consider all the information contained therein and the risk factors that could affect the performance of the funds prior to investing. Portfolio statistics (sector exposures, holdings, etc.) can change over time.

**Investment Risk Disclosures**

Consider the investment objectives, risks, and charges and expenses of the investment option carefully before investing. The prospectus contains this and other information about the investment option. The prospectus should be read carefully before investing.

**Underlying Fund Risk:** The investment objective and strategies of a fund in which the Fund invests ("Underlying Fund") may differ from the Fund, and there is no assurance that an Underlying Fund will achieve its objective.

**"Growth" Investing.** "Growth" stocks can perform differently from the market as a whole and other types of stocks and can be more volatile than other types of stocks.

**"Value" Investing.** "Value" stocks can perform differently from the market as a whole and other types of stocks and can continue to be undervalued by the market for long periods of time.

**International Stocks:** The investor should note that funds that invest in international securities involve special additional risks. These risks include, but are not limited to, currency risk, political risk, and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks.

**Small-Cap Stocks:** The investor should note that funds that invest in stocks of small cap companies involve additional risks. Smaller companies typically have a higher risk of failure, and are not as well established as larger blue-chip companies. Historically, smaller-company stocks have experienced a greater degree of market volatility than the overall market average.

**Mid-Cap Stocks:** The investor should note that funds that invest in companies with market capitalization below \$10 billion involve additional risks. The securities of these companies may be more volatile and less liquid than the securities of larger companies.

**Bond/Fixed Income Funds:** The investor should note that funds that invest in bonds (fixed income securities), including government, corporate and mortgage backed securities, involve additional risks. Interest rate risk may cause bonds to lose their value. The investor should be aware that it is possible in a rising rate environment for investment grade bond strategies to lose value and experience negative returns over certain time periods.

**Stable Value Funds:** The investor should note that these funds invest in short to intermediate term securities that can and may lose value. These funds, while managed to protect principal, do not guarantee the investor's principal, nor are they insured or guaranteed by the FDIC or any other government agency.

**Investing in Target Date Funds, which invest in other funds:** These funds bear the risk of the investment strategies employed by the underlying funds, including the risk that the underlying funds will not meet their investment objectives.

**Stock Market Volatility:** Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments.

**Interest Rate Changes:** Interest rate increases can cause the price of a bond fund or debt security to decrease.

**Foreign Exposure:** Foreign markets, particularly emerging markets, can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, or economic developments and can perform differently from the U.S. market. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile.

**Securities Lending Risk:** The Fund may engage in securities lending. Securities lending involves the risk that the Fund may lose money because the borrower of the Fund's securities fails to return the securities in a timely manner or at all or in the event of a decline in the value of the collateral provided for loaned securities or a decline in the value of any investments made with cash collateral.

Investments are subject to the risks of the underlying funds or securities. Diversification can help cushion a portfolio by offsetting losses in some holdings with gains from other holdings. Diversification does not ensure a profit or protect against loss in a declining market.

© NFP Retirement All Rights Reserved. Data provided by third party data providers including Morningstar Direct, Voya Financial™, BlackRock and Wells Galliard. The information contained herein: (1) is proprietary to NFP Retirement, and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither NFP Retirement nor third party data providers are responsible for any damages or losses arising from any use of this information. Fact sheets are not valid without accompanying disclosure pages.

**ADP TotalSource Retirement Savings Plan  
Disclosure of Plan-Related Information  
9/30/2015**

This summary is intended for the sole purpose of complying with the disclosure requirements of Department of Labor regulations under §2550.404a-5. Please refer to your plan's Summary Plan Description and other disclosure materials prior to making investment decisions.

**1. Under what circumstances may I give investment instructions?**

The Plan permits you, as a participant or beneficiary, to choose how your funds in the Plan are invested. The Plan offers you a variety of investment fund options from which to choose. You can select the investment mix that you think best meets your individual goals.

You may direct the investment of your existing account balance daily by accessing the Plan's website at <https://adptotalsource.voyaplans.com>. You will need your Login and Password to access your account. You may also direct your investments by calling the ADP TotalSource Retirement Savings Plan Service Center at Voya Financial™ at **1-855-646-7549**.

**2. Are there any limitations on my right to give investment instructions?**

You may not transfer any of your existing account balances into the Vanguard Balanced Index Fund.

**3. What are the designated investment alternatives offered in your plan?**

- Voya Target Solution Income Trust
- Voya Target Solution Trust: 2020
- Voya Target Solution Trust: 2025
- Voya Target Solution Trust: 2030
- Voya Target Solution Trust: 2035
- Voya Target Solution Trust: 2040
- Voya Target Solution Trust: 2045
- Voya Target Solution Trust: 2050
- Voya Target Solution Trust: 2055
- Voya Target Solution Trust: 2060
- BlackRock US Debt Index
- Fidelity Total Bond
- Vanguard Balanced Index\*
- Voya Large Cap Value Portfolio
- BlackRock Russell 3000 Index
- Voya Large Cap Growth Portfolio
- John Hancock Disciplined Value Mid Cap
- T. Rowe Price Mid Cap Growth
- Federated Clover Small Cap Value
- T. Rowe Price New Horizons
- BlackRock Global Equity ex-US Index (BlackRock MSCI ACWI ex-US Index)
- American Funds EuroPacific Growth
- Stable Value Fund\*\*

\* This fund closed to new participant directed investments.

\*\* Amounts transferred from the Stable Value Fund must be held in a non-competing investment option for 90 days before they may be transferred to a 'Competing fund.' Effective 4/11/2014, Standish Mellon assumed management of the fund. All prior performance was under the management of Wells Galliard.

As of May 1, 2014 any fund options managed by ING U.S. Investment Management has been changed to the Voya brand.

#### **4. Does your plan offer a self-directed brokerage account?**

The Self-Directed Brokerage Account (SDBA) option for experienced investors offered through TD Ameritrade by your Plan. It affords more flexibility in choosing your own investments by allowing you to invest in a broad range of investments such as individual stocks, bonds, CDs, over 100 commission-free ETFs, and more than 13,000 mutual funds — including more than 2,100 no-load, no-transaction-fee (NTF) mutual funds<sup>3</sup> (subject to any Plan restrictions). In order to open an SDBA, you must have a balance of at least \$10,000 in your core investments. After a minimum initial transfer of at least \$5,000 from your core plan investments, there is a \$1,000 minimum on subsequent transfers. You may invest up to 50% of your account balance in the SDBA. To invest in the SDBA, you must first transfer money from your core investment account to your SDBA. The money that comes out of your paycheck cannot go directly into the SDBA. Loans, withdrawals and distributions cannot be made directly from the SDBA.

To open a Self-Directed Brokerage Account, you must either call the ADP TotalSource Retirement Savings Plan Service Center at Voya at **1-855-646-7549** and request a SDBA Application, or download one from the Plan Internet site <https://adptotalsource.voyaplans.com>. Please see attached TD Ameritrade “Commissions and Service Fees” for more information.

#### **5. What are the fees that are deducted from my Plan account?**

The Plan may charge against your individual account the following fees:

Fee Type	Fee	Note
Non-residential Loan	\$50	Each occurrence
Loan Request via paper form	\$100	Each occurrence; residential Loan
Distribution from plan	\$40	Each occurrence
Expedited mail of check	\$25	Each occurrence
Qualification of Domestic Order	\$450	Includes up to two reviews and a final qualification. Additional reviews will result in a new fee
Subpoena processing/Jointer Acknowledgement fee	\$125	Each occurrence
Self-Directed Brokerage Account Fee	\$100	Annual fee, assessed monthly

You will receive a confirmation statement for these transaction fees. You may also access your account information by logging onto the Plan’s website or by reviewing your most recent account statement. The Plan reserves the right to change fees at any time.

#### **6. Does the Plan have any designated investment managers?**

The Plan has made available to you the Professional Account Manager program through Voya Retirement Advisors, LLC. Professional Management is an optional service that provides personal guidance, investment strategy, and on-going account management for a monthly fee that will be deducted directly from your account. There is no charge or obligation for an initial consultation, and the service can be cancelled at any time. For participants that elect to use Professional Management, the monthly fee is detailed below:

Your Account Balance	Monthly fee per \$10,000 (in basis points)
First \$100,000	5.00
Next \$150,000	3.33
Over \$250,000	1.67

**ADP TotalSource Retirement Savings Plan  
Disclosure of Investment-Related Information**

9/30/2015

This document includes important information to help you compare the investment options under your retirement plan. If you want additional information about your investment options, you can go to the specific internet website address shown below. You can also contact the ADP TotalSource Retirement Savings Plan Service Center at Voya via phone at **1-855-646-7549**, or by mail at Voya Attn: ADP TotalSource, Plan Administration, P.O. Box 24747, Jacksonville, FL 32241. A free paper copy of the information is also available on the website <https://adptotalsource.voyaplans.com>.

### **Document Summary**

This document has 2 parts. Part I consists of performance information for plan investment options. This part shows you how well the investments have performed in the past. Part II shows you the fees and expenses you will pay if you invest in an option.

### **Part I. Performance Information**

Table 1 focuses on the performance of investment options. Table 1 shows how these options have performed over time and allows you to compare them with an appropriate benchmark for the same time periods. Past performance does not guarantee how the investment option will perform in the future. Your investment in these options can lose money. None of the Plan's investment options have a fixed or stated rate of return. Your investment in these options could lose money. Information about an option's principal risks is available on the website[s].

**Table 1: Variable Return Investments**

Name / Type of Option/ Benchmark	Performance History as of 09/30/2015			Inception to Date
ASSET ALLOCATION	1 Year	5 years	10 year	
<b>Voya Target Solution Income Trust</b>	-0.06%	4.80%	–	5.71%
S&P Target Date Retirement Income Index	0.17%	4.79%	4.23%	5.80%
<b>Voya Target Solution Trust: 2020</b>	-0.38%	6.58%	–	6.76%
S&P Target Date 2020 Index	-0.86%	7.09%	5.10%	7.77%
<b>Voya Target Solution Trust: 2025</b>	-1.10%	7.15%	–	7.95%
S&P Target Date 2025 Index	-1.36%	7.59%	5.21%	8.58%
<b>Voya Target Solution Trust: 2030</b>	-1.66%	7.53%	–	8.72%
S&P Target Date 2030 Index	-1.67%	8.04%	5.27%	9.21%
<b>Voya Target Solution Trust: 2035</b>	-2.33%	7.82%	–	9.32%
S&P Target Date 2035 Index	-1.96%	8.41%	5.30%	9.76%
<b>Voya Target Solution Trust: 2040</b>	-2.43%	8.04%	–	9.84%
S&P Target Date 2040 Index	-2.20%	8.67%	5.34%	10.22%
<b>Voya Target Solution Trust: 2045</b>	-2.43%	8.47%	–	10.17%
S&P Target Date 2045 Index	-2.42%	8.83%	–	10.55%
<b>Voya Target Solution Trust: 2050</b>	-2.43%	8.43%	–	10.65%
S&P Target Date 2045 Index	-2.42%	8.83%	–	10.78%
<b>Voya Target Solution Trust: 2055</b>	-2.52%	8.53%	–	10.58%
S&P Target Date 2045 Index	-2.42%	8.83%	–	10.78%
<b>Voya Target Solution Trust: 2060</b>	–	–	–	10.76%
S&P Target Date 2045 Index	-2.42%	8.83%	–	10.78%

**Table 1 (continued): Variable Return Investments**

Name / Type of Option/ Benchmark	Performance History as of 09/30/2015				Inception to Date
	1 Year	5 years	10 year		
<b>BONDS</b>					
<b>BlackRock US Debt Index</b>	2.73%	2.88%	4.42%	–	
Barclays U.S. Aggregate Index	2.94%	3.10%	4.64%	–	
<b>Fidelity Total Bond</b>	1.56%	3.66%	4.97%	–	
Barclays U.S. Aggregate Index	2.94%	3.10%	4.64%	–	
<b>BALANCED</b>					
<b>Vanguard Balanced Index Fund</b>	1.04%	9.36%	6.47%	–	
Closed to new participant directed investments.					
Balanced Composite Index	1.13%	9.51%	6.53%	–	
<b>LARGE CAP VALUE</b>					
<b>Voya Large Cap Value Portfolio</b>	-6.56%	11.29%	–	3.68%	
Russell 1000 Value Index	-4.42%	12.29%	5.71%	–	
<b>BlackRock Russell 3000 Index Fund</b>	-0.66%	13.05%	6.72%	–	
Russell 3000 Index	-0.49%	13.28%	6.92%	–	
<b>LARGE CAP GROWTH</b>					
<b>Voya Large Cap Growth Portfolio</b>	3.17%	14.38%	9.73%	–	
Russell 1000 Growth Index	3.17%	14.48%	8.09%	–	
<b>SMALL/MID/SPECIALTY</b>					
<b>John Hancock Disciplined Value Mid Cap Fund</b>	5.19%	16.02%	10.62%	–	
Russell Mid Cap Value Index	-2.07%	13.16%	7.42%	–	
<b>T.Rowe Price Mid Cap Fund</b>	9.77%	14.71%	9.77%	–	
S&P Mid Cap 400 Index	1.40%	12.93%	8.26%	–	
<b>Federated Clover Small Cap Value Fund</b>	-1.26%	10.31%	6.92%	–	
Russell 2000 Value Index	-1.60%	10.17%	5.35%	–	
<b>T. Rowe Price New Horizons Fund</b>	6.32%	18.10%	10.46%	–	
Russell 2000 Growth Index	4.04%	13.27%	7.67%	–	
<b>GLOBAL / INTERNATIONAL</b>					
<b>BlackRock Global Equity ex US (BlackRock MSCI ACWI ex US Index)</b>	-12.26%	1.70%	2.99%	–	
MSCI ACWI ex-US Index	-12.16%	1.82%	3.03%	–	
<b>American Funds EuroPacific Growth Fund</b>	-5.25%	4.18%	5.00%	–	
MSCI ACWI ex-US Index	-12.16%	1.82%	3.03%	–	
<b>STABILITY OF PRINCIPAL</b>					
<b>Stable Return Fund</b>	0.49%	1.11%	2.32%	–	
Stable Custom Benchmark	0.59%	0.41%	1.90%	–	

**Please read these important disclaimers concerning benchmark performance data in Table 1:**

Source: MSCI. Neither MSCI nor any other party involved in or related to compiling, computing or creating the MSCI data makes any express or implied warranties or representations with respect to such data (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability or fitness for a particular purpose with respect to any of such data. Without limiting any of the foregoing, in no event shall MSCI, any of its affiliates or any third party involved in or related to compiling, computing or creating the data have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages. No further distribution or dissemination of the MSCI data is permitted without MSCI's express written consent.

## Part II. Fee and Expense Information

Table 2 shows fee and expense information for the investment options listed in Table 1. Table 2 shows the Total Annual Operating Expenses, which may include certain plan related expenses. Total Annual Operating Expenses are expenses that reduce the rate of return of the investment option. Table 2 also shows Shareholder-type Fees. These fees are in addition to Total Annual Operating Expenses. Please note that the Total Annual Operating Expense may not include any waiver or adjustment that a fund may have in effect for the investment option. To find additional information about your investments, please see applicable fund information in the appropriate documents made available to you on the Plan's website (e.g. prospectus, fund fact sheet, fund information section on the Plan's website, etc.).

**Table 2: Fees and Expenses**

Name / Type of Option	Total Annual Operating Expenses		
ASSET ALLOCATION	As a %	Per \$1,000	Shareholder Type Fees/Fund Restrictions
<b>Voya Target Solution Income Trust</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2020</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2025</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2030</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2035</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2040</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2045</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2050</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2055</b>	0.91%	\$9.10	
<b>Voya Target Solution Trust: 2060</b>	0.91%	\$9.10	
<b>BONDS</b>			
<b>BlackRock US Debt Index</b>	0.32%	\$3.20	
<b>Fidelity Total Bond</b>	0.45%	\$4.50	
<b>BALANCED</b>			
<b>Vanguard Balanced Index Fund</b> Closed to new participant directed investments.	0.08%	\$0.80	
<b>LARGE CAP VALUE</b>			
<b>Voya Large Cap Value Portfolio</b>	0.64%	\$6.40	
<b>BlackRock Russell 3000 Index Fund</b>	0.28%	\$2.80	
<b>LARGE CAP GROWTH</b>			
<b>Voya Large Cap Growth Portfolio</b>	0.67%	\$6.70	
<b>SMALL/MID/SPECIALTY</b>			
<b>John Hancock Disciplined Value Mid Cap Fund</b>	0.87%	\$8.70	
<b>T.Rowe Price Mid Cap Fund</b>	1.03%	\$10.30	
<b>Federated Clover Small Cap Value Fund</b>	1.03%	\$10.30	
<b>T. Rowe Price New Horizons Fund</b>	0.79%	\$7.90	

**Table 2 (continued): Fees and Expenses**

Name / Type of Option	Total Annual Operating Expenses		
GLOBAL / INTERNATIONAL	As a %	Per \$1,000	Shareholder Type Fees/Fund Restrictions
<b>BlackRock Global Equity ex US (BlackRock MSCI ACWI ex US Index)</b>	0.38%	\$3.80	
<b>American Funds EuroPacific Growth Fund</b>	0.84%	\$8.40	The Fund does not permit transfers into the Fund for amounts equal to or greater than \$5000 for a 30 calendar day period following a transfer out of the Fund for amounts equal to or greater than \$5000.
<b>STABILITY OF PRINCIPAL</b>			
<b>Stable Return Fund</b>	0.88%	\$8.80	Amounts transferred from the Wells Fargo Stable Return Fund must be held in a non-competing investment option for 90 days before they may be transferred to a 'Competing fund.'

We are pleased to inform you that effective January 1, 2016, the expense ratio for the Stable Value Fund will decreased from 0.88% to 0.78% and the expense ratio for the Voya Target Solution Trust Target Date Series funds will decreased from 0.91% to 0.81%.

The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's website for an example showing the long-term effect of fees and expenses at [http://www.dol.gov/ebsa/publications/401k\\_employee.html](http://www.dol.gov/ebsa/publications/401k_employee.html). Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals.

**Please visit <https://adptotalsource.voyaplans.com> for a glossary of investment terms relevant to the investment options under this plan. This glossary is intended to help you better understand your options.**

## ADP TOTALSOURCE® RETIREMENT SAVINGS PLAN

ADP and ADP TotalSource are registered trademarks of ADP, LLC. All other trademarks and service marks are the property of their respective owners. Copyright © 2014 ADP, LLC.



# Commissions and Service Fees

PO Box 2226 ■ Omaha, NE 68103-2226  
Fax: 800-914-8980

## 1. COMMISSIONS & TRANSACTION FEE

**Please note: Your Plan may restrict certain investments and not all commissions shown may be applicable.**

### Stocks & ETFs<sup>1</sup>

Trade Unlimited Shares (market, limit, and stop orders)	Price
• Commission-Free ETFs <sup>2</sup>	No Commission
• Internet orders	\$9.99
• Interactive Voice Response (IVR) phone system orders	\$14.99
• Broker-assisted orders	\$24.99

1. Orders executed in multiple lots on the same trading day will be charged a single commission. When an order is partially executed over multiple trading days, the order is subject to a separate commission charge for each trading day.
2. To trade commission-free ETFs, you must be enrolled in the program. If you sell an eligible ETF within 30 days of it being purchased commission-free, a short-term trading fee will apply.

### Options

Options	Price
• Options <sup>3</sup>	\$9.99 + \$0.75 per contract

3. Option Exercises and assignments will incur a \$19.99 commission.

Options involve risks and are not suitable for all investors. On a Self-Directed Brokerage Account (SDBA), options trading level is dependent on Plan approval. To apply for options trading privileges, please complete the TD Ameritrade Plan Participant and Plan Trustee Account Upgrade Form. Some accounts, such as options-approved accounts, are required to receive monthly statements either electronically (free) or via U.S. mail.

### Mutual Funds

Fund Type	Price
• No Load	\$25
• Load	No Fee <sup>4</sup>
• NTF	No Fee <sup>5</sup>

4. The Fund Family will charge fees as detailed in the fund prospectus.

5. No-Transaction-Fee (NTF) mutual funds are no-load mutual funds for which TD Ameritrade does not charge a transaction fee. NTFs, as well as other funds, have other continuing fees and expenses described in the fund's prospectus. TD Ameritrade receives remuneration from fund companies for record-keeping, shareholder and other administrative services. The amount of remuneration is based in part on the amount of investments in such funds by TD Ameritrade clients. Almost all funds held 90 days or less will be subject to a short-term redemption fee of \$49.99. This fee is in addition to any applicable transaction fees or fees described in the fund's prospectus.

### Fixed-Income<sup>6</sup>

- All buy orders for bonds are subject to a five-bond (\$5,000 par value) minimum.
- Online CD buy orders are subject to a two-CD (\$2,000 par value) minimum.
- 6. TD Ameritrade may act as principal on any fixed-income transaction. When acting as principal, we will add a markup to any purchase and subtract a markdown from every sale. This markup or markdown will be included in the price quoted to you.

## 2. FEE SCHEDULE<sup>7</sup>

TD Ameritrade offers low commissions, but some services require additional charges.

### Reorganization Fees

Deposit <sup>8</sup> : \$25	Mandatory <sup>9</sup> : \$20
Non-mandatory and tender offers <sup>10</sup> : \$30	Withdrawal from tender offer <sup>11</sup> : \$10

### Duplicate Statements and Confirmations

\$5 per copy (no charge for electronic documents)

### Research Fee<sup>12</sup>

\$60 per hour

### Alternative Investments Fees<sup>13</sup>

Alternative Investments include limited partnerships, private placements, restricted securities, and other assets not traded on a national market.  
Per-Transaction Fee: \$100      Custody Holding Fee: \$250 per year per asset

**Fees charged may vary by program, location, or arrangements. Additional fees may apply to certain plans. Please contact your TD Ameritrade representative for further information. Fees are subject to change upon 30 days' notice to you. All prices shown in U.S. dollars.**

7. All service fees subject to change. TD Ameritrade reserves the right to pass-through Regulatory Fees, foreign transaction taxes, and other fees to client accounts, which may be assessed under various US regulations or imposed by foreign governments. Fees may include any of the following: a sales fee on certain sell transactions (assessed at a rate consistent with Section 31 of the Securities and Exchange Act of 1934), the Options Regulatory Fee (applicable to options transactions), and foreign transaction taxes and fees, among other charges.
8. Applies when a security has gone through a mandatory reorganization before the certificate is deposited into an account.
9. Applies when a security has gone through a mandatory reorganization for all shares held in an account, including those pending trade settlement, on the effective date of the reorganization.
10. Applies when a client chooses to participate in a non-mandatory reorganization offer.
11. Applies when a client chooses to withdraw from a non-mandatory reorganization offer.
12. Research is conducted subsequent to specific and usually disputed account activities.
13. TD Ameritrade may, at its discretion, allow alternative investments to be received into the account, subject to applicable fees. Such assets will be held for liquidation purposes only.

Investment Products: Not FDIC Insured \* No Bank Guarantee \* May Lose Value

TD Ameritrade, Inc., member FINRA/SIPC/NFA. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2014 TD Ameritrade IP Company, Inc. All rights reserved. Used with permission.

**THIS PAGE IS INTENTIONALLY LEFT BLANK.**



IN THE BUSINESS OF YOUR SUCCESS®

ADP TOTALSOURCE®

# Summary Plan Description



A black and white photograph of a woman with blonde hair, smiling broadly. She is wearing a light-colored blazer over a striped shirt. Her left hand is resting on her chin, and she is holding a pair of glasses in her right hand. The background is blurred, suggesting an office environment.

HR. Payroll. Benefits.

## Table of Contents

---

<b>INTRODUCTION</b>	<b>3</b>
A. Eligibility	4
B. How to Enroll	5
C. Your Beneficiary	5
D. Salary Deferrals	6
E. Compensation	8
F. Rollover Contributions	9
G. Employer Contributions	9
H. After-Tax Contributions	9
I. Vesting	9
J. Investment of Plan Assets	10
K. Loans	11
L. Withdrawals Prior to Termination of Employment	13
M. Distribution at Termination of Employment	14
N. Required Benefit Commencement	15
O. Assignment of Benefits	15
P. Contribution Limits	15
Q. Right to Employment	16
R. Claims Procedure	16
S. Amendment and Termination of Plan	17
T. Statement of ERISA Rights	17
U. ERISA Information	19

---

**Este documento es un resumen del plan de jubilación de nuestra  
compañía. Para asistencia en español, llame al Centro de Servicios al  
Empleado (“CSE”) de ADP TotalSource entre las 8:00 a.m. y las 10:00  
p.m. (hora del este). Los números de teléfono del CSE son:**

**(800) 554 -1802**

---

# Introduction

---

ADP TotalSource Group, Inc. (the "Company") maintains the ADP TotalSource Retirement Savings Plan (the "Plan") for eligible employees of employers that have adopted the Plan. The Plan is a defined contribution plan that is intended to be a "multiple employer" plan as described in Section 413 of the Internal Revenue Code (the "Code").

Numerous employers have adopted the Plan for the benefit of their eligible employees. The employers that have adopted the Plan are referred to in this Summary Plan Description (the "Summary") as the Employers or individually as the Employer. Your Employer has adopted the Plan for its eligible employees. You will be provided with a summary ("Plan Highlights") of certain elective features of the Plan that apply to your Employer's Plan, as elected by your Employer in its Plan Adoption Agreement. This Summary describes general features of the Plan, and is supplemented by the Plan Highlights applicable to your Employer.

The Plan is a type of plan commonly known as a 401(k) plan. It is intended to encourage and assist you in saving for retirement through the ability to make pre-tax contributions and post-tax Roth contributions to the Plan. The retirement benefit that you receive from the Plan will depend on both the amounts contributed to the Plan by you and, if applicable, by your Employer on your behalf and on the investment performance of the amounts in your account.

The Administrative Committee of the ADP TotalSource Retirement Savings Plan is the Plan Administrator. You may contact the Plan Administrator through the Company's Employee Service Center at (800) 554-1802 or (800) 670-8881.

The Company has retained Voya Institutional Plan Services, LLC ("Voya Financial<sup>TM</sup>") as the recordkeeper for the Plan. The recordkeeper is responsible for maintaining records with respect to employees' accounts in the Plan and effecting participant Plan investment elections. The recordkeeper also performs administrative functions such as processing loan and withdrawal requests. The functions performed by the recordkeeper are discussed in more detail throughout this Summary.

This Summary and the associated Plan Highlights are not meant to interpret, extend, or change the Plan in any way. Any questions that are not answered in these documents should be referred to a representative of the Plan Administrator. **If there is any inconsistency between the Plan as described in this Summary and the Plan document itself, the terms of the Plan document will govern.** Copies of the Plan document are available for your inspection from the Plan Administrator during regular working hours.

Please read this Summary carefully. If any details are not clear, or if you have any questions, please contact the Employee Service Center (ESC) at (800) 554 -1802.

---

## A. ELIGIBILITY

You are eligible to participate in the Plan if you are an eligible employee of your Employer. For these purposes, the following employees are not eligible to participate in the Plan:

- Leased employees.
- Non-resident aliens with no United States source income.
- Members of collective bargaining units (unless the collective bargaining agreement expressly provides for inclusion of the employee).
- Individuals who are not classified by an Employer as common-law employees (even if any such individual is treated as an employee under common-law employment principles, or if a court or administrative agency determines retroactively that such an individual has been a common-law employee of the Employer and not an independent contractor).
- Individuals who are not reported on the United States payroll reports of the Company.
- Any other employment classification excluded by your Employer in its Plan Adoption Agreement.

If you are an employee who is eligible to participate in the Plan, you will become a participant once you have attained age 21 and you have completed the service requirement elected by your Employer. (Please see the Plan Highlights to determine the service requirement elected by your Employer for Plan participation.)

If your Employer has elected in its Adoption Agreement a Year of Service requirement for purposes of Plan eligibility, this means completion of at least 1,000 "Hours of Service" during either your first twelve consecutive months of employment, or during any plan year that begins during or after your first twelve consecutive months of employment. (The Plan's plan year is the calendar year). If your Employer does not maintain hourly records with respect to your employment, you will be credited with 45 Hours of Service for any week in which you complete at least one Hour of Service. Hours of Service include hours credited for vacation, personal time, holiday, sickness, disability, layoff, jury duty, military duty, or Leave of Absence. However, no more than 501 Hours of Service will be granted for any single period of absence (other than approved leaves of absence and certain military leaves).

If your Employer has elected a three-month service requirement for purposes of Plan eligibility, this means that you have been employed for a period of at least three months, beginning with your date of employment.

If you are an eligible employee and you have met the Plan's eligibility requirements, you will be able to enroll in the Plan as of the first of the month following the month in which you satisfy the Plan's eligibility requirements. Your deductions will begin as of the first check in that month, or as soon as administratively practicable thereafter depending on the timing of when you enroll in the Plan. See Section B (HOW TO ENROLL) for more information.

You should note that if you are simultaneously employed by more than one Employer that has adopted the Plan (provided both Employers are not part of the same "controlled group" under Internal Revenue Service rules), you are only eligible to participate in the Plan with respect to the Employer with whom you were first employed, unless you elect to participate with respect to the second Employer pursuant to procedures established by the Plan Administrator, or you execute a valid waiver with respect to participation in the Plan through such first Employer. In the case of such election or waiver, you may be eligible to participate with respect to the second Employer.

---

## B. HOW TO ENROLL

Before you become eligible to participate in the Plan, you will receive a password issued by Voya. The password will be mailed to you in a security envelope. With this password, you can enroll in the Plan either over the telephone by calling (855) 646-7549 or over the Internet at <https://adptotalsource.voyaplans.com>. If you do not elect to make salary deferrals and your Employer makes basic contributions on your behalf, you should still enroll to choose investment funds as provided below.

When enrolling, you must make the following decisions:

- Designate the amount, if any, you wish to contribute to the Plan on a pre-tax basis from 1% to 100% of your annual compensation, in whole percentages. You may also designate the amount you wish to contribute as a Roth contribution in whole percentages.
- Choose the investment funds in which you wish to have your contributions invested.
- Specify the percentage of your contributions to be allocated to each investment fund selected.

You should also ensure that you have designated one or more beneficiaries for your Plan account, as described below, via the Internet at <https://adptotalsource.voyaplans.com>

The percentage of your annual compensation that you elect to contribute to the Plan will remain in effect until you either cancel your contributions or change the amount you wish to contribute. Canceling or changing your contribution percentage can be accomplished either over the telephone or over the Internet.

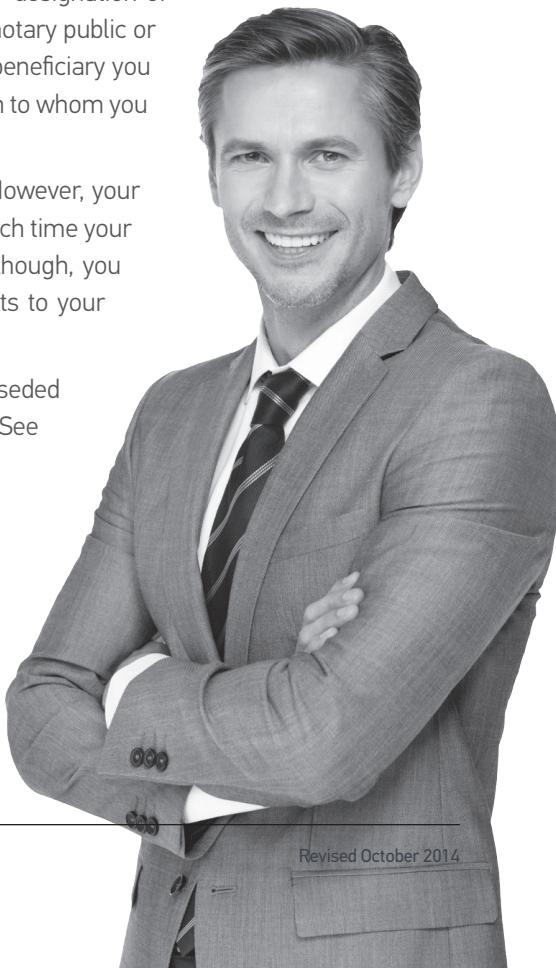
## C. YOUR BENEFICIARY

You should name a beneficiary at the time you first enter the Plan. This is the person or entity that will be paid the proceeds of your account upon your death. If you are married, your beneficiary is your surviving spouse at the time of your death, unless your spouse consents to your designation of another person or entity as named beneficiary in writing, properly witnessed by a notary public or Plan representative. In this event, the proceeds of your account will be paid to the beneficiary you have so designated. For all purposes under this Summary, "spouse" means a person to whom you are legally married for federal tax purposes.

If you are unmarried, you may name whomever you wish to be your beneficiary. However, your beneficiary designation will be revoked if you are later married (or remarried), at which time your spouse will become your beneficiary. As mentioned in the preceding paragraph, though, you may name another person or entity to be your beneficiary if your spouse consents to your designation in the manner described in the preceding paragraph.

Whether you are married or unmarried, your beneficiary designation may be superseded by a qualified domestic relations order ("QDRO") that designates an alternate payee. See Section O (ASSIGNMENT OF BENEFITS) for more information on QDROs.

However, no disclaimers or renunciations of an interest under the Plan by a participant, beneficiary or other person will be recognized other than a QDRO.



## D. SALARY DEFERRALS

You may elect to contribute an amount of up to 100% (in whole percentages and subject to limits prescribed by law) of your eligible compensation each payroll period on a pre-tax basis. This means that these contributions are not subject to Federal income tax when you contribute them to the Plan. They are, however, subject to withholding for Social Security and/or Medicare (FICA) taxes, and may be subject to state taxes depending on where you live. These contributions are known as "salary deferrals."

As described above, the amounts you elect to contribute to the Plan are not subject to Federal income tax. As a result, your after-tax pay is greater when saving in the Plan than if you save the same amount outside of the Plan.

Following is an illustration of the current tax savings for a person earning \$25,000 a year and saving 10% of his or her salary on a pre-tax basis, compared with saving 10% of salary on an after-tax basis (for example, putting the money in a savings account). Note that the example does not take other tax exemptions and exclusions into account:

	Saving on a pre-tax basis through the Plan	Saving on an after-tax basis outside the Plan
Gross Income	\$ 25,000	\$ 25,000
Salary Deferral (10% - untaxed)	\$ 2,500	\$ 0
Taxable Income	\$ 22,500	\$ 25,000
Federal Tax (assume 15% bracket)	\$ 3,375	\$ 3,750
After-tax Income	\$ 19,125	\$ 21,250
After-tax Savings	\$ 0	\$ 2,500
Spendable Income	\$ 19,125	\$ 18,750

**This individual's spendable income increases by \$375 as a result of saving through the Plan.**

As of January 1, 2015 (or earlier, if permitted by the plan adopted by your Worksite Employer), you may also elect to make Roth elective deferrals into the Plan. A Roth elective deferral is an elective deferral that is treated as includable in your income at the time you would have received that amount in cash had you not made a deferral election. A Roth elective deferral is made in lieu of all or a portion of the pre-tax salary deferrals that you are otherwise eligible to make under the Plan and the combined amount cannot exceed 100% of your eligible compensation.

Roth elective deferrals are credited and debited to the separate Roth elective deferral subaccount maintained within your salary deferral account.

Roth elective deferrals are made on an after-tax basis (i.e., the contributions are deposited in the Plan after taxes are paid on it). Once contributed to the Plan, your Roth elective deferrals will grow tax-free. This means that upon distribution from the Plan, you will not be liable for Federal income tax on your Roth elective deferrals, or for the earnings on your Roth elective deferrals, provided the distribution (i) occurs at least five years after the year in which you first made Roth elective deferrals to the Plan, and (ii) occurs after you have attained age 59½, or as a result of your disability or death.

You may change your contribution percentage at any time. Any change that you make will become effective as soon as is practicable following the date you applied to make the change. In addition, you may suspend your contributions at any time.

---

By law you are not allowed to defer more than a certain dollar amount each year under this Plan or any other cash or deferred arrangement. This amount is determined by the Internal Revenue Service, and may be increased each year based on cost of living adjustments. The maximum amount that you can currently contribute to the Plan is as follows, and is determined based on whether your Plan is a regular 401(k) plan or a SIMPLE 401(k) plan:

Year	Maximum 401(k) Deferral	Maximum SIMPLE Deferral
2014	\$17,500	\$12,000

If you are eligible to make salary deferrals and you have attained or will have attained age 50 by the end of the calendar year, you are also eligible to make additional "catch-up contributions" to the Plan in excess of the limits described above (or any other limits applicable under the Plan). The amount of catch-up contributions that you are eligible to make each year is illustrated below, and is determined based on whether your Plan is a regular 401(k) plan or a SIMPLE 401(k) plan:

Year	401(k) Catch-Up Contribution	SIMPLE Catch-Up Contribution
2014	\$5,500	\$2,500

If your Employer elects to make matching contributions to the Plan under its Adoption Agreement, these contributions will be made based on your salary deferrals and any catch-up contributions you may make. See the Plan Highlights to determine if your Employer has elected to make matching contributions.



---

## E. COMPENSATION

The Plan uses a special definition of "compensation" for purposes of the Plan. This definition applies when determining the amount of your own salary deferrals and also when allocating any contributions that your Employer elects to make. (See the Plan Highlights for more information on Employer contributions.)

Unless otherwise noted in the Plan Highlights, the term "compensation" means the taxable compensation paid to you by your Employer, including any salary deferrals you make to this Plan, to a Section 125 plan, to a Section 129 plan, to a Section 403(b) annuity, or to a Section 457 plan, and also any qualified transportation fringes under Section 132(f)(4) of the Internal Revenue Code that are paid to you. Compensation also includes differential wage payments paid to you while you perform qualified military service. Your compensation does not include any of the following items, even if paid to you by your Employer: reimbursements or other expense allowances, fringe benefits (cash and non-cash), moving expenses, deferred compensation, taxable welfare benefits, amounts realized from the exercise of stock options (both qualified and non-qualified), and other amounts that receive special tax benefits, such as premiums for group-term life insurance (but only to the extent that the premiums are not includable in the gross income of the employee). Compensation also excludes severance pay and all contributions by your Employer to funded non-qualified deferred compensation plans that are not subject to a substantial risk of forfeiture, and any compensation paid to you for periods prior to your Employer's adoption of this Plan. In addition, your Employer will elect in its Adoption Agreement whether compensation will include for purposes of your participation in the Plan "bonuses" or "commissions" (which status will be evidenced by the payroll practices or records of the Employer).

If your Employer adopted, prior to January 1, 2004, a SIMPLE 401(k) plan, the definition of compensation used by the Plan differs from that described above. If you participate in a SIMPLE 401(k) plan and would like additional information on what the Plan's definition of compensation is, you should contact the Plan Administrator.

If you are self-employed, your compensation means your net earnings from self employment determined under Code Section 1402(a), prior to subtracting any contributions made under this Plan on your behalf.

When determining contributions under the Plan, your compensation is counted as follows: (A) with respect to your salary deferrals, only during the portion of the Plan Year for which you are eligible to make salary deferrals, (B) with respect to matching contributions that are made on a "per payroll period" basis, only during the portion of the Plan Year for which you are making salary deferrals, (C) with respect to matching contributions that are made on a "plan year end" basis, only during the portion of the Plan Year for which you are eligible to make salary deferrals (regardless of whether you actually elect to do so for the entire period) and (D) with respect to other Employer contributions, only during the portion of the Plan Year for which you are eligible for such contributions.

By law, the amount of compensation that may be taken into consideration for Plan purposes is limited. In 2014, this limit is \$260,000. This limit may be adjusted by the IRS in future years.



---

## F. ROLLOVER CONTRIBUTIONS

If you are eligible to participate in the Plan and receive a distribution from another eligible retirement plan or Individual Retirement Account ("IRA"), you may be eligible to roll that distribution over to this Plan either via a direct transfer from the other eligible retirement plan or IRA, or by manually providing a check to the Plan Administrator. All rollover contributions are subject to the consent of the Plan Administrator and the rules and procedures established by the Plan Administrator, including the requirements to provide substantiating documentation, as requested by the Plan Administrator, that the trust from which the funds are to be transferred permit the transfer to be made and that, in the determination of the Plan Administrator such transfer will not jeopardize the tax-exempt status of the Plan or trust or create adverse tax consequences for the Company or your Employer. All rollover contributions must be made in cash; however, a loan from another plan may not be rolled over into the Plan. You should note that your rollover contributions (if any) are not eligible for matching contributions, if your Employer has elected to make matching contributions. You should also note that rollovers of accumulated deductible employee contributions from a Simplified Employee Pension Plan are not permitted.

## G. EMPLOYER CONTRIBUTIONS

Your Employer may make contributions to the Plan other than matching contributions. If your Employer has elected to make these contributions, the Plan Highlights will describe the amount and timing of these contributions.

## H. AFTER-TAX CONTRIBUTIONS

You are not permitted to make after-tax contributions (other than Roth elective deferrals) to the Plan. However, in certain cases in the discretion of the Plan Administrator, the Plan will accept the transfer in of after-tax contributions that were made to another plan if that other plan is merged with this Plan. Any after-tax contributions will be accounted for separately from other contributions made under the Plan and will be subject to distribution and loan restrictions as if such amounts were salary deferral amounts under the Plan.

## I. VESTING

You are always 100% vested in your salary deferrals and amounts (if any) that you have rolled over into the Plan (and all earnings on these contributions). This means that you are always entitled to receive 100% of these amounts, when permitted to take a distribution under the Plan in accordance with the Plan's distribution requirements described in Sections L and M of this Summary.

If your Employer elects to make contributions to the Plan, those contributions may be subject to a vesting schedule. The vesting schedule applied to your Employer's contributions, if any, (and any earnings on these contributions) is described in the Plan Highlights.

If you are not already 100% vested in your entire account and while you are employed by an Employer you attain your normal retirement age, you die, or you are terminated due to a disability which qualifies you for Social Security disability benefits, you will become 100% vested at that time. For Plan purposes, your normal retirement age is age 65.

If you terminate your employment before you are 100% vested in your account, the non vested portion of your account will be forfeited as soon as is practicable after the earlier of the date you incur five consecutive one-year breaks in service or the date you receive a distribution of the entire vested portion of your account. For these purposes, you will incur a one-year break in service in any calendar year in which you are not credited with more than 500 Hours of Service. Forfeitures, if any, will be used in the manner specified under the Plan.

If you are reemployed before incurring five consecutive one-year breaks in service and you pay back to the Plan the full amount of the distribution attributable to Employer contributions before the earlier of five years after the date of your reemployment or the date you incur five consecutive one-year breaks in service following the date of the distribution, then your forfeited amount (if any) will be restored to you.

---

## J. INVESTMENT OF PLAN ASSETS

All contributions made to the Plan on your behalf are held under an insurance contract issued by an insurance company or in a trust and are invested in accordance with your instructions among one or more investment funds selected by the "Investment Committee" established under the Plan. You may choose where your account will be invested on a daily basis. The investment options available under the Plan are listed in the Plan Highlights.

Any such investment elections or transfers must be made by following the procedures established by Voya or the applicable investment fund manager (which may include restrictions on the availability of transfers, and minimum or maximum investment or transfer amounts for any particular investment fund or funds), and may be changed from time to time. Also, please note that the Investment Committee, Plan Administrator, Voya, or the investment fund manager may place restrictions on the frequency or amount of any fund trading, including restrictions required to prevent excessive trading. You will be notified if you are affected by any of these restrictions.

In some cases, appropriate costs associated with the administration of the Plan will be charged to or, if advanced by the Company (or an affiliate of the Company), reimbursed from the Plan's trust. Generally, such expenses will be charged to the Plan's trust as a whole, allocated to individual Participant Accounts in a manner determined by the Plan Administrator. However, costs associated with an action that is directly attributable to your Plan account will be allocated in their entirety to your Plan Account. Currently, the following expenses are charged directly to the accounts of affected participants:

- \$50 Loan initiation fee when processed electronically
- \$100 Loan initiation fee when processed via paper form
- \$40 Distribution fee on all distributions except installments and return of contributions relating to testing results and IRS limits
- \$100 Annual fee charged to participants who invest in the self-directed brokerage account. There may also be transaction fees within the self-directed brokerage account based on the investments selected by the participant.
- \$25 Fee per expedited delivery of checks and/or other documents to participants
- \$450 Qualifications of Domestic Relations Orders (this includes up to 2 reviews and a final qualification; additional reviews will result in a new fee)
- \$125 Subpoena Processing/Jointer

All of the investment fund options in the Plan are subject to the risks and rewards associated with securities markets. There is a chance for gain as well as loss. More detailed information on these funds is available at <https://adptotalsource.voyaplans.com> or the fund fact sheets that are updated periodically. These documents describe the investment objectives and risk/return characteristics for each fund. They also discuss the type and diversification of assets making up the investment portfolio and identify the fund's investment manager.

Please note that you are solely responsible for the selection and monitoring of your investment funds. Neither Voya, the Investment Committee, the Plan Administrator, nor the Company or the Employers (including any officer, employee or agent of the Company or any Employer) is empowered to advise you as to the manner in which your Plan account shall be invested. You should select investment funds based on your overall goals taking into account that the investment risk and expected rate of return varies among the funds and, if possible, you should discuss your investment plans with a qualified investment advisor.

You should evaluate the investment options available under the Plan in the same way you would evaluate any investment to determine whether you are comfortable with the investment risk and expected rate of return. The Plan is intended to constitute a plan under the Employee Retirement Income Security Act of 1974 ("ERISA") Section 404(c) and Title 29 of the Code of Federal Regulations Section 2550.404c-1. Consequently, the fiduciaries of the Plan may be relieved of liability for any losses which are the direct and necessary result of investment instructions given by you or your beneficiaries. You are urged to read the literature describing each investment fund prior to making any investment decision. Remember, you will bear the full impact of any losses as well as any gains of the funds you choose.

---

Your account will be adjusted daily to reflect any gains and losses attributable to the amounts in your account. You will receive a quarterly statement (which may be in electronic form) showing your individual account balance, including all contributions made on your behalf and income earned since the previous statement. Changes in your investment elections must be submitted directly to Voya through their normal procedures. You may contact them at (855) 646-7549 or via website at <https://adptotalsource.voyaplans.com> for assistance.

## K. LOANS

If you are a participant in the Plan and are actively co-employed by your Employer and the Company, you may request a loan from your account in the Plan. (Note that any money purchase or qualified non-elective contributions made by your Employer may not be withdrawn as a loan.) The amount available for borrowing is determined by IRS regulations, the provisions of the Plan, and the Plan's Loan Policy, as summarized below. Participants who have defaulted on a prior loan from the Plan (or a predecessor plan) are not eligible for a new loan until the defaulted loan is paid in full, including any accrued interest. You may request a copy of the Plan's Loan Policy from the Plan Administrator, free of charge, at any time.

By taking out a loan, you are in effect borrowing from yourself and paying yourself back without paying taxes on the borrowed money. The interest and principal that you repay go back into your account. Unless changed by the Plan Administrator, the interest currently charged on new loans taken on or after January 1, 2015 will be equal to two percent (2%) above the prime rate (as published in the Wall Street Journal), determined as of the 1st of the month prior to the loan origination date; however, if you are performing service in the uniformed services of the United States, the interest rate on the loan will not exceed six percent (6%), compounded annually, while you are performing such service. Interest charged on your loan is generally not tax-deductible. (You should consult with your tax advisor if you have questions about the deductibility of interest on your Plan loan.)

You may generally have a maximum of two loans outstanding at one time. The minimum amount of a loan that you may receive is \$1,000. The maximum amount of a loan that you may receive (when added to the outstanding balance of any other loan from the Plan) is the lesser of:

- (a) \$50,000 reduced by the highest outstanding loan balance from the Plan to you during the one-year period ending on the day before the date on which the current loan is made over the outstanding balance of loans from the Plan on the date the loan is made, or
- (b) 50% of the present value of your vested account in the Plan.

Plan loans cannot have a repayment period that exceeds five years from the date of the loan. However, if your loan is to be used for the purchase of your principal residence, the repayment period for the loan may be up to ten years. In addition, your repayment period may be extended for leaves of absence due to qualified military service as provided in the Plan's loan procedures and policies, as described more fully below.

Loan repayments by Self Employed Individuals (SEI's) must be paid through Schedule C or K-1 earnings only through ACH transfer. Loan repayments by Leave of Absence and Commission-only employees may be made only through ACH transfer. Loan repayments by all other participants may be made through ADP TotalSource payroll deduction or ACH transfer according to a schedule of substantially level payments. However, all repayments must be made via the method elected (i.e., payroll deduction or ACH transfer, as the case may be). These repayments are allocated to your account based on your current investment election and pro rata to the loan distribution source(s). You can prepay all of your loan at any time, without penalty. You cannot, however, prepay only a portion of your loan, or refinance your loan. If a Participant elects to make loan repayments via ACH transfer and, for any scheduled payment, the ACH transfer account contains insufficient funds, the loan repayment will automatically be made via payroll deduction. If the Participant's compensation is insufficient to permit such payroll deduction, the entire loan balance will become immediately due and payable, and, if not paid in a lump sum by the Cure Period noted below, shall be deemed a distribution to you. Participants shall execute an agreement permitting payroll deductions in the event of an insufficient ACH transfer account balance as described above.

---

If you terminate your employment before the entire loan is repaid, full repayment will be required immediately. If you do not repay the entire amount by the end of the calendar quarter following the calendar quarter in which you terminated, the remaining amount of the loan, including accrued interest, will become a taxable distribution to you. You may not request a direct rollover of a loan to another qualified plan.

You may not take new loans under the Plan while on a leave of absence. However, loan repayments can be suspended for a period of six months if you go on an approved leave of absence without pay. If, however, you go on a leave of absence in order to perform military service, your loan repayments will be suspended for the period in which you are absent and performing military duties. Your loan will continue to accrue interest during the time in which loan repayments are suspended. Upon your return to employment, your outstanding loan balance will be re-amortized including the accrued interest.

If your leave of absence was not as a result of performing military duties, the re-amortized payments will not extend the term of your original loan. Thus, if you received a loan with a five-year repayment period, repay the loan for two years and then go on a six-month leave of absence, your outstanding loan balance, including accrued interest, which would have been repaid over the remaining three years of the loan period, will be re-amortized in order to be repaid over two and a-half years due to the six-month suspension of repayments.

If your leave of absence was as a result of performing military duties, payments will be re-amortized over the period of the loan that was left when your repayments were suspended as a result of your performing military duties. Thus, if you repaid three years of a five-year loan and then take a two-year leave of absence to perform military duties, when you return your outstanding loan balance (including interest accrued during your leave) will be re-amortized over the remaining two-year period of the original loan.

Immediate repayment is required for loans that have not been repaid within the normal loan period. Any loan with an outstanding balance due 60 days following the loan's maturity date will be deemed defaulted. In addition, your loan will be deemed to be in default if you fail to make a required repayment when scheduled. If you do not pay off the remaining balance of your loan within 60 days of the loan's maturity date, or you do not make up a missed repayment by the last day of the calendar quarter following the calendar quarter in which the repayment was missed (the "Cure Period"), your entire outstanding loan balance will be deemed to be a distribution to you. This means that you will pay taxes on the outstanding loan balance. In addition, if you are younger than age 59½, you may be subject to a 10% penalty tax on the amount of the outstanding loan balance, including accrued interest.

Voya's website can help you model loans. When doing this modeling, the system will determine the maximum amount of a loan that you can request, and will illustrate estimated repayment amounts based on the amount of the loan, the interest charged on the loan, and the repayment period.

You should note that approval of a Plan loan may be delayed or disallowed if your account is affected by a QDRO with which the Plan Administrator must comply. In addition, if the Plan Administrator receives credible written notice that a QDRO affecting your account is being sought, it will prohibit you from taking a loan for a reasonable period of time to permit you and/or an alternate payee to obtain a QDRO. See Section O (ASSIGNMENT OF BENEFITS) for more information on QDROs.

---

## L. WITHDRAWALS PRIOR TO TERMINATION OF EMPLOYMENT

### **Withdrawals After Age 59½**

You may request a withdrawal of all or any vested portion of your accounts at any time after you have attained age 59½. The minimum amount that may be withdrawn in this case is \$1,000. If you wish to receive an in-service withdrawal from your account once you have attained age 59½, please contact Voya at (855) 646-7549 or via website at <https://adptotalsource.voyaplans.com>.

### **Hardship Withdrawals**

If you incur a financial hardship, you may request a withdrawal from the portion of your account that is attributable to your own salary deferrals (excluding any earnings thereon) and from any vested portion of your Employer contributions account (excluding Safe Harbor Employer Contributions). However, you will not be eligible to make hardship withdrawals if the value of your Rollover Account is greater than the amount necessary to alleviate the financial hardship.

If you do receive a hardship withdrawal, it will be subject to taxation (and potentially a 10% penalty tax if you are younger than age 59½), unless an exception applies.

A hardship means you have an immediate and heavy need, and you cannot get money to relieve this need from any other sources (including a loan from the Plan). You may not withdraw more than the amount required to meet your immediate and heavy financial need, plus an amount to cover the taxes and any penalties that you will have to pay as a result of receiving a withdrawal from the Plan. An immediate and heavy financial need means that you have a financial need for one of the following reasons:

- (1) Expenses for (or necessary to obtain) medical care for you, your spouse, or any of your dependents;
- (2) Costs directly related to the purchase of your principal residence (excluding mortgage payments);
- (3) Payment of tuition, related educational fees, and room and board expenses for up to the next 12 months of post-secondary education for you, your spouse, your children, or your dependents;
- (4) Payments necessary to prevent your eviction from your principal residence or the foreclosure on the mortgage of that residence;
- (5) Payment of burial or funeral expenses for your deceased parent, spouse, children or dependents; or
- (6) Payment of expenses for the repair of damage to your principal residence that would qualify for the casualty deduction under the tax code.

A withdrawal will be deemed "necessary" to satisfy your financial need if, and only if: (i) your withdrawal does not exceed the amount necessary to alleviate your immediate and heavy financial need (the amount of your immediate and heavy financial need may include any amounts necessary to pay any federal, state or local income taxes or penalties reasonably anticipated to result from the withdrawal), and (ii) you have obtained all distributions, other than hardship distributions, and all non-taxable loans currently available under all plans maintained by the Adopting Employer (except to the extent that taking a loan will not alleviate the hardship or repaying the loan would create a financial hardship). In the event that you take a hardship withdrawal, you will be suspended from making salary deferrals to the Plan or any other type of pre-tax or after-tax elective contributions to any qualified or non-qualified plan maintained by the Adopting Employer (not including health or welfare benefit plans) for six (6) months following the hardship withdrawal.

### **Rollover Contributions**

You may withdraw amounts that you contributed to the Plan as a rollover contribution (and any earnings thereon) at any time by making a request to the Plan Administrator.

---

## M. DISTRIBUTION AT TERMINATION OF EMPLOYMENT

### **Eligibility for Distribution**

You (or your beneficiary, in the event of your death) will be entitled to receive a distribution of the vested amounts in your account when your employment terminates for any reason.

### **Amount of Benefit**

The benefit you or your beneficiary will be entitled to receive is equal to the vested balance of your account as of the date the distribution is processed.

### **Timing and Form of Distribution**

When you become eligible to receive a distribution of your Plan benefit you may elect to receive payment of your benefit in one of the following forms:

- Lump Sum – This form will provide you with one lump sum equal to the entire value of your vested account in the Plan.
- Installment Payments – You may choose to receive your money in equal installment payments over a certain term. You cannot elect a number of installments that exceeds your life expectancy (or the joint and last survivor expectancy of you and your designated beneficiary) at the time installments are to begin.

Optional forms of benefit may be modified, if necessary, in order to comply with certain minimum distribution requirements of Federal law. You will be notified if these rules apply to you. Also, the amount of each monthly payment to your beneficiary cannot be more than the amount paid to you.

Account Balances of \$5,000 or Less – If the present value of your vested account is \$5,000 or less, the following rules will apply:

- If the present value of your vested account (including any portion attributable to a past rollover contribution) does not exceed \$1,000, you will automatically receive payment of your benefit in the form of an immediate lump sum cash payment, without your election.
- If the present value of your vested account (including any portion attributable to a past rollover contribution) does not exceed \$5,000 and is more than \$1,000, then the Plan Administrator will pay the lump-sum payment of such amount as a direct rollover to an individual retirement plan designated by the Plan Administrator, without your election, unless you elect in writing to receive payment in the form of a lump sum.

Direct Rollover – You may be eligible to elect a direct rollover of your distribution to an IRA or another qualified plan, to avoid current taxation of your benefit. The Plan will not provide for a direct rollover if the amount of the eligible rollover distribution is reasonably expected to total less than \$200 during a year. You should review the detailed information regarding the tax treatment of distributions from the Plan that is provided to you when you terminate employment for more information on direct rollovers.

---

## N. REQUIRED BENEFIT COMMENCEMENT

Payment of your Plan account must be made (or begin to be made) no later than your “required benefit commencement date.” In this case, you must either withdraw your entire account balance, or begin to receive required minimum distributions from the Plan.

If you are not a 5% or more owner of your Employer, your required benefit commencement date is the April 1st following the close of the year in which the later of the following occurs:

- you attain age 70½; or
- you terminate your employment.

If you are a 5% or more owner, your required benefit commencement date is the April 1st following the close of the year you attain age 70½.

## O. ASSIGNMENT OF BENEFITS

As a general rule, your interest in your account may not be assigned or transferred. This means that your interest may not be sold, used as collateral for a loan (except for a Plan loan), given away, or otherwise transferred while you are a participant.

However, there is an exception to this general rule. The Plan Administrator may be required by law to recognize obligations you incur as a result of court-ordered child support or alimony payments. If the Plan receives a QDRO that requires the distribution of all or part of your benefits to your spouse, former spouse, child, or other dependent, the Plan Administrator will be required to obey the order. All or a portion of your account, in this event, may be used to satisfy the obligation created by the QDRO.

The Plan Administrator has implemented procedures necessary to determine the validity of and to administer QDROs. You and your beneficiaries can obtain, without charge, a copy of the QDRO Procedures from the Plan Administrator. As a part of those procedures, Plan loans, withdrawals, and distributions will be suspended during a period when a domestic relations order has been submitted for review, as is required by law.

## P. CONTRIBUTION LIMITS

The IRS sets limits on the amounts that may be deposited to your account each year. One of these limits is a flat dollar limit that applies to the amount of your salary deferrals. As discussed in Part E of this Summary, the flat dollar limit for 2014 is \$17,500. (If, prior to January 1, 2004, your Employer elected to make SIMPLE contributions to the Plan, the limit is \$12,000 instead.) These limits may change each year, and are discussed in further detail in Section D (SALARY DEFERRALS). In addition, if you are eligible to make catch-up contributions as discussed in Section E, you may make an additional catch-up contribution for 2014 of up to \$5,500. (The catch-up contribution limit for a Plan that makes SIMPLE contributions is \$2,500 for 2014.) After 2014, this amount may be adjusted by the IRS to reflect cost-of-living increases.

Limitations are also set by law on the amount (measured as a percent of compensation) of deferrals and matching contributions that may be contributed to the Plan on behalf of highly compensated employees. For these purposes, you are considered to be a highly compensated employee for 2014 if you earned more than \$115,000 in 2013 or if you are (or were) a 5% or more owner in 2014 or 2013. If these limitations affect you, you will be notified and the Plan Administrator will take whatever corrective actions are required. Note that these limitations are not applicable in years in which your employer chooses to have the Plan meet certain “safe harbor” standards.

In addition to these limits, the IRS has established a limitation on the total amount that may be contributed to your account in one year. This limit applies to the total of contributions you make and any contributions your Employer makes on your behalf. For 2014, the limit is the lesser of 100% of compensation or \$52,000.

Finally, special rules apply if the Plan becomes “top-heavy.” This Plan will be considered top-heavy if more than 60% of the total Plan assets are in the accounts of “key employees.” Key employees are certain owners and officers of your Employer. If the Plan becomes top-heavy, your Employer may be required to make minimum contributions on your behalf.

---

## **Q. RIGHT TO EMPLOYMENT**

Participation in the Plan does not give you the right to be retained in the employ of your Employer, nor does it interfere in any way with the right of your Employer to discharge or terminate you at any time. Such discharge or termination shall, however, have no effect on your rights under the Plan that have accrued through your date of discharge or termination.

## **R. CLAIMS PROCEDURE**

To receive a retirement benefit, you (or your beneficiary, in the event of your death) must contact Voya at (855) 646-7549.

If your application for benefits is denied, the Plan Administrator will notify you in writing or electronically of the reasons for the denial within 90 days after receipt of your claim. The Plan Administrator may extend the time for processing your claim up to an additional 90 days provided that, no later than the end of the original 90-day period, the Plan Administrator provides you with written notification of the extension. This notification must indicate the special circumstances that require an extension of time and the date by which the Plan Administrator expects to render the benefit determination. If the extension is required due to your failure to submit information necessary to decide the claim, the period for making the determination will be tolled from the date on which the extension notice is sent to the claimant until the date on which you respond to the Plan Administrator's request for information.

If your benefit claim is denied, the notification provided by the Plan Administrator shall contain:

- The specific reason or reasons for the claim denial;
- Reference to the specific Plan provisions on which the denial is based;
- A description of any additional material or information necessary for you to perfect the claim and an explanation of why such material or information is necessary; and
- A description of the Plan's review procedures and the time limits applicable to such procedures, including a statement of your right to bring a civil action under Section 502(a) of ERISA following an adverse benefit determination on review.

If your claim is denied, you or your authorized representative may appeal the decision in writing within 60 days after receiving notification of the denial.

During this period, you may submit written comments, documents, records, and other information relating to your claim. In addition, you may be able to request, free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim for benefits.

Within 60 days of your appeal, the Plan Administrator will notify you in writing or electronically of its final decision. In special cases, the Plan Administrator may take up to an additional 60 days to notify you of its final decision, but you will be notified of the delay and the special circumstances requiring the delay. If the extension is required due to your failure to submit information necessary to decide the claim, the period for making the determination will be tolled from the date on which the extension notice is sent to the claimant until the date on which you respond to the Plan Administrator's request for information.

If your appeal is denied, the Plan Administrator's notification of denial will contain:

- The specific reason or reasons for the adverse determination;
- Reference to the specific Plan provisions on which the determination is based;
- Notification that you may receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to your claim for benefits; and
- A statement of your right to bring a civil action under Section 502(a) of ERISA.

---

The Plan Administrator shall serve as the final review committee under the Plan and shall have sole and complete discretionary authority to determine conclusively for all parties, and in accordance with the terms of the documents or instruments governing the Plan, any and all questions arising from administration of the Plan and interpretation of all Plan provisions, determination of all questions relating to participation of eligible employees and eligibility for benefits, determination of all facts, the amount and type of benefits payable to any participant, and construction of all terms of the Plan. Decisions by the Plan Administrator shall be conclusive, final, and binding on all parties and not subject to further review.

**Also, please note that the Plan's provisions require that you pursue all your claim and appeal rights described above before seeking any other legal recourse regarding claims for benefits, vesting of benefits, death benefits, or any other claims under the Plan. If you fail to fully exhaust your claim and appeal rights as described above, you will have no right to bring any legal action to recover under the Plan. In addition, no legal or equitable action for benefits under the Plan, to enforce your, your beneficiary's or any other person's (the "claimant's") rights under the Plan, to clarify the claimant's right to future benefits under the Plan, or against the Plan Administrator or any other Plan fiduciary may be brought more than one year following the earlier of: (i) the date that such one-year limitations period would commence under applicable law, (ii) the date upon which the claimant knew or should have known that the claimant did not receive an amount due under the Plan, or (iii) the date on which the claimant fully exhausted the Plan's administrative remedies.**

## S. AMENDMENT AND TERMINATION OF THE PLAN

Although the Company intends to continue the Plan indefinitely, the Plan is entirely voluntary and may be amended or terminated by the Company at any time. Such action may be taken by the Company or any of its duly authorized representatives, including the Administrative Committee.

**If the Plan is terminated for any reason, all benefits under the Plan will stop accruing and you will automatically become 100% vested in your account as of the termination date if you are not already 100% vested. The assets of the trust fund will then be distributed to participants and beneficiaries in a manner chosen by the Plan Administrator.**

## T. STATEMENT OF ERISA RIGHTS

As a participant in the Plan, you are entitled to certain rights and protections under the ERISA. ERISA provides that all Plan participants shall be entitled to:

- Receive information about your Plan and benefits.
- Examine, without charge, at the Plan Administrator's office and at other specified locations, such as worksites, all documents governing the Plan, including insurance contracts, and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated Summary. The Plan Administrator may make a reasonable charge for the copies.
- Receive a summary of the Plan's annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report.

---

## **Prudent Actions by Plan Fiduciaries**

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one, including your Employer, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

## **Enforce Your Rights**

If your claim for a benefit is denied in whole or in part, you must receive a written explanation of the reason for the denial. You have the right to have the Plan review and reconsider your claim within the time frames mentioned in Section R (CLAIMS PROCEDURE).

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you have already exhausted your claim and appeal rights and other administrative remedies under the Plan, you may file suit in Federal court in the following cases:

- If you request a copy of Plan documents or the latest annual report from the Plan Administrator and you do not receive them within 30 days. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator.
- If you have a claim for benefits which is denied or ignored, in whole or in part. (For such a claim, you may file suit in a state or Federal court.)
- If you disagree with the Plan's decision or lack thereof concerning the qualified status of a domestic relations order.
- If it should happen that Plan fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a Federal court.

The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

If you have any questions about your Plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, DC 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

---

## U. OVERPAYMENTS OF BENEFITS

If benefit payments are made to any person in excess of the amount due and payable under the Plan for any reason (including, without limitation, mistake of fact or law, reliance on any false or fraudulent statements, information or proof submitted by a claimant, or the continuation of payments after the death of a participant or beneficiary), the Plan Administrator (or his delegate) may take the steps it deems appropriate to recover the amount of any overpayment plus interest and costs. That authority includes but is not limited to the rights to: (a) seek the excess payment in a lump sum from such individual; (b) reduce future benefits payable to the individual who received the overpayment; (c) reduce future benefits payable to a beneficiary who is, or may become, entitled to receive payments under the Plan; and (d) initiate legal action or take such other legal action as may be necessary or appropriate to recover any overpayment (plus interest, attorney's fees and costs).



---

## V. ERISA INFORMATION

**Name of Plan**

ADP TotalSource Retirement Savings Plan

**Plan Year**

The Plan Year is the calendar year.

**Plan Sponsor**

ADP TotalSource Group, Inc.

10200 Sunset Drive

Miami, FL 33173

EIN: 59-2452823

Plan #001

**Plan Administrator**

The Plan is administered by the Administrative Committee of the ADP TotalSource Retirement Savings Plan. The Plan Administrator may be reached at the following address:

ADP TotalSource Group, Inc.

10200 Sunset Drive

Miami, FL 33173

The Plan Administrator formulates and carries out all rules necessary to operate the Plan. The Plan Administrator makes decisions regarding the interpretation or application of the Plan (and any related documents and underlying policies) and determines all questions as to the rights, benefits, or eligibility of employees, participants, and beneficiaries. The Plan Administrator has full authority to act in its discretion when carrying out the provisions of the Plan. Any decision made by the Plan Administrator in good faith is final and binding on all parties.

**Plan Trustee**

Voya National Trust Company

One Orange Way, C4N

Windsor, Connecticut 06095-4774

**Agent for Service of Legal Process**

ADP TotalSource Group, Inc.

10200 Sunset Drive

Miami, FL 33173

Legal process also may be served on the Trustee or the Plan Administrator.



IN THE BUSINESS OF YOUR SUCCESS®

## Representative Responsible for Providing Investment Information

The Plan Administrator has been designated to provide the information required under ERISA Section 404(c) and, upon request, the following information is available to Plan participants:

- (i) a description of the annual operating expenses of each investment alternative (including investment management fees, administrative fees, transaction costs, and other costs which may reduce the rate of return of such investment alternative), and a description of the amount of any such expenses expressed as a percentage of average net assets of the investment alternative;
- (ii) copies of prospectuses, financial statements and reports, and any other relevant materials relating to the investment alternatives available under the Plan to the extent such information is provided to the Plan;
- (iii) a list of the assets comprising the portfolio of each investment alternative, the value of each such asset (or the proportion of the investment alternative which it comprises), and, with respect to each investment alternative which is a fixed rate investment contract issued by a bank, savings and loan institution or an insurance company, the name of the issuer of the contract, the term of the contract and the rate of return of the contract;
- (iv) information with regard to the value of shares or units of the investment alternatives, as well as the past and current investment performances of each alternative, determined, net of expenses, on a reasonable and consistent basis; and
- (v) information with regard to the value of shares or units of the investment alternatives held in your account.

**HR. Payroll. Benefits.**

The ADP logo, ADP, ADP TotalSource, My TotalSource and In The Business of Your Success are registered trademarks of ADP, LLC. All other trademarks and service marks are the property of their respective owners. Copyright © 2014 ADP, LLC.

**THIS PAGE IS INTENTIONALLY LEFT BLANK.**

# Quarterly Investment Summary

ADP TOTALSOURCE® RETIREMENT SAVINGS PLAN



IN THE BUSINESS OF YOUR SUCCESS™

Performance History as of 09/30/2015

	Net Expense Ratio	Gross Expense Ratio	3 Month	YTD	1 Year	3 Years	5 years
<b>Stable Return Fund<sup>1</sup></b>	0.88%	0.88%	0.19%	0.42%	0.49%	0.73%	1.11%
Stable Custom Benchmark <sup>2</sup>			0.16%	0.50%	0.59%	0.36%	0.41%
<b>BlackRock US Debt Index</b>	0.32%	0.32%	1.20%	0.97%	2.73%	1.55%	2.88%
Barclays U.S. Aggregate Index			1.23%	1.13%	2.94%	1.71%	3.10%
<b>Fidelity Total Bond</b>	0.45%	0.45%	-0.12%	0.33%	1.56%	1.81%	3.66%
Barclays U.S. Aggregate Index			1.23%	1.13%	2.94%	1.71%	3.10%
<b>Vanguard Balanced Index Fund</b> Closed to new participant directed investments.	0.08%	0.08%	-3.80%	-2.77%	1.04%	8.18%	9.36%
Balanced Composite Index <sup>3</sup>			-3.82%	-2.68%	1.13%	8.30%	9.51%
<b>Voya Large Cap Value Portfolio</b>	0.64%	0.75%	-9.70%	-9.48%	-6.56%	9.26%	11.29%
Russell 1000 Value Index			-8.39%	-8.96%	-4.42%	11.60%	12.29%
<b>BlackRock Russell 3000 Index Fund</b>	0.28%	0.28%	-7.29%	-5.57%	-0.66%	12.29%	13.05%
Russell 3000 Index			-7.25%	-5.45%	-0.49%	12.53%	13.28%
<b>Voya Large Cap Growth Portfolio</b>	0.67%	0.67%	-5.64%	-1.93%	3.17%	12.85%	14.38%
Russell 1000 Growth Index			-5.29%	-1.54%	3.17%	13.62%	14.48%
<b>John Hancock Disciplined Value Mid Cap Fund</b>	0.87%	0.87%	-5.45%	-2.75%	5.19%	17.09%	16.02%
Russell Mid Cap Value Index			-8.04%	-7.66%	-2.07%	13.70%	13.16%
<b>T. Rowe Price Mid Cap Fund</b>	1.03%	1.03%	-6.14%	1.14%	9.77%	16.57%	14.71%
S&P Mid Cap 400 Index			-8.50%	-4.66%	1.40%	13.13%	12.93%
<b>Federated Clover Small Cap Value Fund</b>	1.03%	1.14%	-7.24%	-6.42%	-1.26%	10.60%	10.31%
Russell 2000 Value Index			-10.73%	-10.06%	-1.60%	9.19%	10.17%
<b>T. Rowe Price New Horizons Fund</b>	0.79%	0.79%	-7.78%	-0.62%	6.32%	15.99%	18.10%
Russell 2000 Growth Index			-13.06%	-5.47%	4.04%	12.86%	13.27%
<b>BlackRock Global Equity ex US (BlackRock MSCI ACWI ex US Index)</b>	0.38%	0.38%	-12.22%	-8.12%	-12.26%	2.21%	1.70%
MSCI ACWI ex-US Index			-12.17%	-8.63%	-12.16%	2.34%	1.82%
<b>American Funds EuroPacific Growth Fund<sup>4</sup></b>	0.84%	0.84%	-9.88%	-3.59%	-5.25%	5.99%	4.18%
MSCI ACWI ex-US Index			-12.17%	-8.63%	-12.16%	2.34%	1.82%
<b>Voya Target Solution Income Trust</b>	0.91%		-2.49%	-1.78%	-0.06%	3.91%	4.80%
S&P Target Date Retirement Income Index			-2.09%	-1.31%	0.17%	3.56%	4.79%
<b>Voya Target Solution Trust: 2020</b>	0.91%		-4.08%	-2.48%	-0.38%	5.80%	6.58%
S&P Target Date 2020 Index			-4.47%	-2.77%	-0.86%	6.30%	7.09%
<b>Voya Target Solution Trust: 2025</b>	0.91%		-5.11%	-3.21%	-1.10%	6.41%	7.15%
S&P Target Date 2025 Index			-5.11%	-3.19%	-1.36%	6.89%	7.59%
<b>Voya Target Solution Trust: 2030</b>	0.91%		-6.02%	-3.96%	-1.66%	7.03%	7.53%
S&P Target Date 2030 Index			-5.68%	-3.56%	-1.67%	7.50%	8.04%
<b>Voya Target Solution Trust: 2035</b>	0.91%		-6.90%	-4.47%	-2.33%	7.31%	7.82%
S&P Target Date 2035 Index			-6.20%	-3.90%	-1.96%	7.96%	8.41%
<b>Voya Target Solution Trust: 2040</b>	0.91%		-7.32%	-4.84%	-2.43%	7.96%	8.04%
S&P Target Date 2040 Index			-6.60%	-4.16%	-2.20%	8.28%	8.67%
<b>Voya Target Solution Trust: 2045</b>	0.91%		-7.48%	-4.94%	-2.43%	8.26%	8.47%
S&P Target Date 2045 Index			-6.93%	-4.38%	-2.42%	8.54%	8.83%
<b>Voya Target Solution Trust: 2050</b>	0.91%		-7.48%	-4.95%	-2.43%	8.25%	8.43%
S&P Target Date 2045 Index			-6.93%	-4.38%	-2.42%	8.54%	8.83%
<b>Voya Target Solution Trust: 2055</b>	0.91%		-7.60%	-5.11%	-2.52%	8.28%	8.53%
S&P Target Date 2045 Index			-6.93%	-4.38%	-2.42%	8.54%	8.83%
<b>Voya Target Solution Trust: 2060</b>	0.91%		-	-	-	-	-
S&P Target Date 2045 Index			-6.93%	-4.38%	-2.42%	8.54%	8.83%

1 Amounts transferred from the Wells Fargo Stable Return Fund must be held in a non-competing investment option for 90 days before they may be transferred to a 'Competing fund.'

2 50% Citigroup 3-Month T-Bill plus 50% Merrill Lynch 1-3 Year Treasury Index. Prior to 2007, the benchmark was 50% 90 T-Bill plus 50% Merrill Lynch 1-3 Year Treasury Index.

3 Made up of two unmanaged benchmarks, weighted 60% Dow Jones U.S. Total Stock Market Index (formerly known as the Dow Jones Wilshire 5000 Index) and 40% Lehman Brothers U.S. Aggregate Bond Index through May 31, 2005; 60% MSCI US Broad Market Index and 40% Barclays U.S. Aggregate Bond Index through December 31, 2009; 60% MSCI US Broad Market Index and 40% Barclays U.S. Aggregate Float Adjusted Index through January 14, 2013; and 60% CRSP US Total Market Index and 40% Barclays U.S. Aggregate Float Adjusted Index thereafter.

4 The American Funds EuroPacific Growth Fund does not permit transfers into the Fund for amounts equal to or greater than \$5,000 for a 30 day calendar day period following a transfer out of the Fund for amounts equal to or greater than \$5,000.

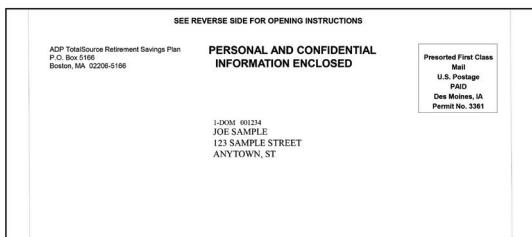
As of May 1, 2014 any fund options managed by ING U.S. Investment Management has been changed to the Voya brand.

**THIS PAGE IS INTENTIONALLY LEFT BLANK.**

# Retirement Checklist:

- Enroll today** – Following the instructions under "Getting Started"
- Contributions** – Determine your amount
- Beneficiary** – Designate the beneficiary for your account
- Rollovers** – Consolidate any prior employer's tax qualified Plans
- Go Green** – Turn off paper notices to help the environment
- Learn** – Review the available educational tools and resources

You can check all these items off your list by logging into [www.mytotalsource.com](http://www.mytotalsource.com) and log in with your My TotalSource username and password, then click on the Retirement Savings Plan. Or, you can go to <https://adptotalsource.voya.com> and log in with your ADP Employee ID number and your Voya issued PIN. Your PIN will arrive in a white mailer as shown below.



ADP TotalSource®  
Retirement Savings Plan  
**Start saving today!**



A more human resource.<sup>SM</sup>

Welcome to the **ADP TotalSource Retirement Savings Plan** offered by your employer. It's designed to help you work towards your future goals by offering a variety of benefits and features. This guide provides an overview. Use your Employee ID listed below as your username and Voya issued PIN for initial login at <https://adptotalsource.voyaplans.com>. Information on your eligibility is below:

**Please note the following:** Enrollment instructions are contained within this kit and you can choose to enroll at any time.

Plan #: 415127    Employer: FAMILY ENTERTAINMENT GROUP, LL    Confirmation #: ECPELIG    Your Employee ID: