401(k) Savings Plan

Highlights

The Turner Retirement Investment Plan (TRIP), also known as the 401(k) Plan, gives you a convenient way to save for your retirement through:

- Employee contributions you make through elective deferrals (either before-tax or Roth contributions)
- Company matching contributions (if you make employee contributions), and
- Earnings-based contributions (whether or not you make employee contributions),

### Plan Overview

<table>
<thead>
<tr>
<th>Who is eligible?</th>
<th>Anyone actively employed as a salaried employee as long as you are not:</th>
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<tbody>
<tr>
<td></td>
<td>Covered by a collective bargaining agreement (unless the agreement provides for participation)</td>
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<tr>
<td></td>
<td>A non-resident with no U.S. source of income</td>
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<tr>
<td></td>
<td>A resident of Puerto Rico</td>
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<td></td>
<td>A Leased Employee (as defined in the TRIP)</td>
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<td></td>
<td>A Temporary Employee (including those employed under a cooperative program) who has not completed a 1-year period of service (see page 119), or</td>
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<td></td>
<td>An employee under an international employment program whose employment arrangement does not provide for participation in the TRIP.</td>
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<tr>
<th>When are you eligible?</th>
<th>As an eligible employee, you are eligible to enroll in the TRIP on the first day of the month following or coincident with the later of</th>
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<tbody>
<tr>
<td></td>
<td>Your 21st birthday, or</td>
</tr>
<tr>
<td></td>
<td>Your date of hire</td>
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</tbody>
</table>

| Do you need to enroll? | If you are hired on or after April 1, 2006, you will automatically be enrolled with a default contribution rate of 5%. You may decline to participate or change your contribution rate at any time. You will automatically receive earnings-based contributions, regardless of whether or not you make employee contributions. Enroll online or make changes by logging on to [www.turnerbenefits.com](http://www.turnerbenefits.com) and selecting the 401(k) link. |

Please refer to the Administrative Information section of this Summary Plan Description for additional information on claims procedures, plan administration, your rights under the plan, and Turner’s rights under the plan, including the ability to amend or terminate the plan or any component of it at any time in accordance with applicable law and the discretion to interpret all plan documents and make factual determinations. If there is a conflict between this Summary Plan Description and the official plan documents, the plan documents will govern.

### Your Choices

The TRIP allows you to:

- Elect to contribute up to 25% of your compensation as elective deferrals (plus catch-up Contributions, if applicable).
- Designate your elective deferrals as either Before-Tax, Roth After-Tax, or a combination of the two.
Receive a company matching contribution, based on your years of service, for every dollar you contribute up to the first 5% of your base salary

Receive earnings-based contributions from Turner based on your base salary and years of service, even if you do not make employee contributions to the plan

Choose from a variety of investment options

Roll over money from another qualified plan

Request a withdrawal under certain conditions

Roll over your account balance into another qualified plan or receive a distribution upon leaving the company (there may be tax consequences for money that you receive and do not roll over to another qualified plan within the required time-frame, therefore you should consult with a financial advisor before requesting a withdrawal)

*Please note a rollover or distribution cannot take place until 30 days after your termination or retirement date

How to Enroll

If you are hired on or after April 1, 2006, you will automatically be enrolled in the TRIP when you become eligible. You will receive a “Guide to Getting Started” from Fidelity containing information about your automatic enrollment, along with instructions on how to decline participation in the TRIP if you so choose. No refunds of contributions will be allowed if you do not decline participation in the TRIP.

If you do not decline participation when you are first eligible to make contributions, your contribution rate will begin at 5% of your base salary. Contributions will be invested automatically in the Fidelity Freedom Index Fund Class W that corresponds to your age. You may change your contribution rate and/or your investment option at any time.

If you were hired before April 1, 2006, you must enroll in the TRIP if you want to make employee contributions and receive company matching contributions. You automatically receive earnings based contributions. If you are not automatically enrolled, or if you decline automatic enrollment and later decide to enroll, you may do so online at www.turnerbenefits.com.

When you enroll, you decide:

The percentage of your compensation you wish to contribute and

How you want your account, including company matching and earnings-based contributions, invested.

Follow these steps to enroll online:


2. Click on New User Registration and follow the directions to create a Personal Identification Number (PIN) and Customer ID. Keep a record of the PIN and ID you select for your future reference.


4. Log onto www.turnerbenefits.com and click on My Settings at the top of the screen, then select My Secure Links.

5. Select Add New Login Information. Then select 401k.com under Link Name.

6. Enter the PIN and ID you just selected (step 2) and click Update and Login. This will save your data on turnerbenefits.com and log you in to the Fidelity NetBenefits site. After you have completed this process, you can go directly to Fidelity’s NetBenefits website by logging on to www.turnerbenefits.com and selecting 401(k).

7. Under Tools & Planning (Learning), click on "Get guidance, information and tools you need to help you save for all of your financial goals"

8. Choose Enroll Now on the welcome screen to enroll. You will be asked to elect your contribution amount, annual increase election and investment elections. Before making your investment choices, you should read a prospectus for each fund you are considering. You can read each prospectus online or request a hard copy.

9. Choose Learn the Basics with investing for your Future 101 or one of the other links you are interested in learning about.

10. Submit your enrollment information. You will receive an immediate online confirmation. Call the number listed in your Benefit Provider Directory if you have any questions.
Definition of Compensation

For purposes of the TRIP, compensation is generally defined as your annual base salary (which includes vacation payout). The definition does not include commissions, overtime pay, bonuses, shift differentials, relocation allowances, mortgage interest differentials paid in connection with relocations, geographic differentials, expense reimbursements, tax “gross-ups,” life insurance premiums, severance pay, jury duty pay or military service pay received from anyone other than the company, state disability payments, tuition reimbursements, or the value of long-term incentive awards. Your compensation does not include any amounts paid to you before you become eligible to make employee contributions to the plan.

The Benefits

When you enroll in the TRIP, you may choose the percentage of your eligible compensation that you wish to contribute to your account. You may contribute up to 25% of your compensation as elective deferrals (plus catch-up Contributions if applicable).

When you contribute to the plan, Turner will make a company matching contribution, as a percentage based on your years of service, for every dollar you contribute up to the first 5% of your base salary. In addition, Turner makes earnings-based contributions based on your base salary and years of credited service, even if you do not make employee contributions to the plan.

Your Contributions

If you are automatically enrolled in the TRIP, your initial contribution rate will be 5% of your base salary on a before-tax basis, unless you actively elect another contribution rate. If you actively elect another contribution rate, you may choose to contribute a percentage up to 25% of your base salary to the TRIP in two different ways: traditional before-tax elective deferrals or on Roth After-Tax elective deferrals.

Before-Tax Elective Deferrals:
- You elect how much of your salary you wish to contribute
- Your contributions cannot exceed IRS limits
- Your contribution is based on your eligible compensation
- Contributions are deducted from your paycheck before federal and state income taxes are withheld
- Contributions do not count as taxable income, which means you save current tax dollars.
- Contributions and earnings are taxable upon distribution

Roth Elective Deferrals:
- You elect how much of your salary you wish to contribute
- Your contributions cannot exceed IRS limits
- Your contribution is based on your eligible compensation
- Contributions are deducted from your paycheck after federal and state income taxes are withheld
- Contributions are tax-free upon distribution and, if you meet the requirements for a qualified Roth distribution, you will not be taxed on the earnings on your Roth elective deferrals *

*In the event of either retirement or termination, your earnings can be withdrawn tax free as long as it has been five years since your first Roth 401(k) contribution and you are at least 59½ years old. The tax rules governing Roth elective deferrals are complicated. You may want to consult your tax advisor regarding the financial impact of designating Roth elective deferrals, and how they might fit into your retirement income planning

Contributions generally will begin within 1-2 payroll periods after your election, and will continue until you elect to suspend (by electing 0%) or change the amount of your contribution election.

Your total elective contributions for 2016, including both pre-tax and Roth, are limited to $18,000. See the Limitations section on information on the limits the Internal Revenue Service (IRS) places on your contributions.
**Catch-up Contributions**

If you exceed the limit on elective deferrals, you are eligible to make catch-up contributions under the plan in any year you are age 50 or over. You will need to make two elections if you choose to make catch-up contributions: your Before-Tax elective deferral contribution election and your elective deferral catch-up contribution election.

You may make catch-up contributions of up to a total of $6,000 in 2016. The IRS may increase the maximum catch-up contribution amount in later years based on inflation.

You will not receive a company matching contribution for any catch-up contributions you make to the plan.

**Changing Your Contributions**

You may change your elective deferral contribution rate or suspend your contributions to the TRIP at any time. You may also change whether your elective deferrals are designated as Roth elective deferrals. Changes or suspensions generally will begin within 1-2 payroll periods after you change your election.

**Rollover Contributions**

If you received a qualifying lump-sum distribution from another qualified plan, you may roll over that distribution into the TRIP. A rollover must be made within 60 days of the date you receive the distribution from the qualified plan. Rolling over the distribution into the TRIP allows you to defer paying taxes, and possibly penalties, on the distribution amount.

You are eligible to roll over:

- Distributions from a prior employer’s qualified plan, such as a pension plan or 401(k) plan
- Cash in a “conduit” Individual Retirement Account (IRA) that has been holding your distribution from a qualified plan
- Before-tax contributions from a prior employer’s qualified plan or an annuity, including a tax sheltered annuity contract from a tax-exempt entity or public school or a governmental plan
- Roth 401(k) contributions from a prior employer’s qualified plan.

You may not roll over hardship distributions.

Even if you have not met the age and service requirements for participation in the plan, you may make a qualifying rollover to the TRIP. However, you may not begin making employee contributions to the plan until you meet the plan’s eligibility requirements.

**Company Matching Contributions**

For every dollar you contribute up to the first 5% of your base salary, Turner will make a company matching contribution in a percentage based on your period of service, (see definition on page 137), as shown in the table below. The company matching contribution increases are implemented as soon as is practicable following your anniversary date, typically within one pay period.

<table>
<thead>
<tr>
<th>Period of Service</th>
<th>Company Matching Contribution</th>
<th>Maximum Match</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(Up to the First 5% of Your Base Salary)</td>
<td>(Percentage of Your Base Salary)</td>
</tr>
<tr>
<td>0-4 years</td>
<td>50%</td>
<td>2.50%</td>
</tr>
<tr>
<td>5-9 years</td>
<td>75%</td>
<td>3.75%</td>
</tr>
<tr>
<td>10 years or more</td>
<td>100%</td>
<td>5.00%</td>
</tr>
</tbody>
</table>

There is no match for the contributions you make over 5% of compensation or for catch-up contributions.
Earnings-Based Contributions

Turner will make earnings-based contributions to your TRIP account based on your base salary, even if you don’t make employee contributions. The amount of the earnings-based contribution you receive will be calculated based on when you become eligible. (See page 139 for information on IRS limits.)

**If you joined Turner on or after April 1, 1991,** your earnings-based contribution will be equal to:

3% of your annual base salary up to the Social Security Wage Base (SSWB)  

plus

6% of your salary over the SSWB (up to the Federal compensation limit)

For example, if your annual base salary is $40,000, your earnings-based contribution will be $1,200 (3% of $40,000).

If your annual base salary is $125,000, your earnings-based contribution will be calculated as follows (assuming the 2016 SSWB of $118,500):

\[
\begin{align*}
3\% \times 118,500 &= 3,555 \\
+ \quad 6\% \times (125,000 - 118,500) &= 390 \\
= \quad &3,945
\end{align*}
\]

The Social Security Wage Base (SSWB) is the maximum amount of compensation subject to Social Security taxes each year. The SSWB is $118,500 for 2016 and may be adjusted each year.

**If you joined Turner before April 1, 1991,** you are considered a “grandfathered employee.” If you leave your employment with the Company and later return to Turner, you will no longer be considered a grandfathered employee and will not be eligible for this benefit.

The earnings-based contribution you receive as a grandfathered employee will be a percentage of your annual base salary, based on your age and years of service up to the IRS maximum, as shown in the following chart.

<table>
<thead>
<tr>
<th>Age</th>
<th>Completed Years of Credited Service*</th>
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<tbody>
<tr>
<td></td>
<td>1-9</td>
</tr>
<tr>
<td>34 or less</td>
<td>3.5%</td>
</tr>
<tr>
<td>35-44</td>
<td>3.5%</td>
</tr>
<tr>
<td>45-54</td>
<td>3.5%</td>
</tr>
<tr>
<td>55-59</td>
<td>4.25%</td>
</tr>
<tr>
<td>60 or older</td>
<td>4.25%</td>
</tr>
</tbody>
</table>

* The earnings-based contribution increases the next pay period following your anniversary.

Special Contributions

**Hercules Plan**

In 1988, the company merged the Hercules Group, Inc. Retirement Savings Plan (Hercules Plan) into the plan. If you were a participant in the Hercules Plan, effective December 31, 1988, the value of your account under the Hercules Plan was credited to a special asset transfer account under the TRIP Savings Plan. If you have a special asset transfer account stemming from the Hercules Plan, the Hercules Plan pension funds will continue to be shown as a separate source of funds on your TRIP statements. You can direct investment of your Hercules Plan account balance using the applicable plan funds. You are fully vested in the Hercules Plan pension funds.
**ERIP**

In February 1995, the company made a one-time special transfer of funds from the Employees’ Retirement Income Plan of The Turner Corporation (ERIP) account for each participant under the ERIP to his or her 401(k) account. The ERIP was a separate defined contribution pension plan that covered pension accruals from April 1, 1991, through December 31, 1993, when it was frozen and replaced with the Employees’ Cash Balance Retirement Plan of The Turner Corporation, which was established as of January 1, 1994.

If you received this special transfer contribution, the ERIP funds will continue to be shown as a separate source of funds on your TRIP statements. You can direct the investment of your ERIP account balance using the applicable plan funds. You are fully vested in the ERIP funds.

**ESOP**

Effective July 1, 1999, The Turner Corporation Employee Stock Ownership Plan (ESOP) was terminated and distributions were made in the form of cash from the ESOP beginning in 2000. If you were a participant in the ESOP and did not elect to receive your ESOP account, your ESOP account was rolled over in the form of cash to the 401(k) Savings Plan. If you have an ESOP subaccount stemming from the ESOP, the ESOP funds will continue to be shown as a separate source of funds on your TRIP statements. You can direct the investment of your ESOP account balance using the applicable plan funds. You are fully vested in the ESOP source.

**Limitations**

Federal law limits the amount of annual compensation that can be considered when calculating elective deferral contributions. For 2016, the maximum amount is $265,000. The IRS may increase the dollar limit from year to year based on inflation.

**Contribution Limit**

The IRS limit on elective deferrals applies to your total elective deferrals, regardless of whether you designate any of your elective deferrals as Roth elective deferrals. For 2016, the elective deferral limit is $18,000. So, for example, if you make elective deferrals of $10,000 on a pre-tax basis and designate an additional $8,000 as Roth elective deferrals, you will reach the 2016 elective deferral limit. The IRS may increase the limit on elective deferrals in future years based on inflation.

If you were a participant in another employer’s plan(s) during the same year, please be sure prior to joining the TRIP, your total contributions to both plans do not exceed the elective deferral limit for the calendar year.

**Total Contribution Limit**

The IRS also limits the total contributions made in your name to all defined contribution plan accounts, including the TRIP, during the year. The limit for 2016 is $53,000 or 100% of your gross pay for the year, whichever is less. The IRS may increase the dollar limit from year to year for inflation. If you reach this limit, all contributions to the TRIP will stop for the calendar year.

The plan also conducts annual testing required by the IRS, and additional limits may apply to highly compensated employees. If you are a highly compensated employee, you will be notified if such limits apply.

**Vesting**

When you are vested, you have a permanent right to benefits under the plan. You are always 100% vested in the elective deferrals you make to the TRIP and any associated earnings on your contributions. This means that regardless of when you terminate employment, you will not lose the value of your own contributions to your account and any earnings on those contributions, although you are subject to investment losses on those contributions.

You vest in company matching contributions and earnings-based contributions to your account and associated earnings through your service with Turner or its affiliates. Turner uses “elapsed time,” the length of time you have been employed at the company, to determine whether you have a vested benefit under the TRIP. You must complete a period of service of 3 years to “vest in,” “or own,” the company-funded portion of your TRIP account.

You are automatically vested in your entire account if any of the following events occur while you are actively employed at the company:

- You die
- You retire or terminate because you become totally disabled, or
- You retire because you reach the normal retirement age of 65.
Forfeitures

If, before you complete a period of service of at least 3 years, your employment terminates for any reason other than your death, retirement at age 65 or termination due to disability, you will forfeit the company matching contributions and earnings-based contributions and associated earnings in your account.

If you are rehired and your period of severance is less than 5 years, any previously forfeited amounts will be restored to your account. If your period of severance is more than 5 years, previously-forfeited amounts will not be restored to your account.

Rehires

If you leave the company before you have completed 3 years of service, and later return to employment with the company, special rules apply. All periods of service you earn with Turner, both before you left the company and after you are rehired, count towards vesting in the company matching contributions and the earnings-based contributions and associated earnings that accrue after your return, no matter how long you were gone.

Service

The company keeps track of service to determine vesting under the TRIP.

Period of Service is used to determine your eligibility for a vested benefit. A period of service consists of elapsed time, the length of time you have been employed. It is measured by adding each period of your employment, beginning with your first date of hire and ending with your severance from service date.

Prior to January 1, 1994, your period of service was determined based on your hours of service, not on elapsed time. You earned one year of service for each year you worked at least 1,000 hours with Turner. If your period of service with Turner is less than 10 years and includes service prior to January 1, 1994, your period of service will be calculated using the service crediting method that produces the longer period of service.

Severance from Service Date is your last date of employment if your employment ends because of your death, discharge, retirement, or similar termination of employment. If your employment is terminated because you fail to return from a leave of absence (other than a maternity or paternity leave), vacation, layoff, or similar absence, your severance from service date is the first anniversary of the day you were first absent. If you fail to return from a maternity or paternity leave of absence and your absence continues beyond the first anniversary of the day you were first absent, your severance from service date is the second anniversary of the day you were first absent.

Period of Severance is the period beginning on your severance date and ending on your rehire date.

How the Plan Works

When you enroll in the TRIP, you decide how your elective deferrals and the company matching contributions and earnings-based contributions will be invested. You may make a separate election for your current account balance and your future contributions, matching contributions and earnings based contributions. There are a variety of investment fund choices available, and you can divide (in whole percentages) your investment elections any way you like, as long as your total election equals 100%.

The value of your TRIP account is based on your investment fund elections. If the funds you choose for your investments increase in value, your account balance increases. If the funds lose value, your account balance decreases.

Your Investment Choices

You choose how to invest your contributions, the company matching contributions and earnings based contributions to your TRIP account. Each fund offers a different investment strategy and its own degree of financial risk and earnings/loss potential. You may allocate your savings among the funds any way you like.

You may find descriptions of the funds as well as more detailed information on a particular fund, including a list of assets that comprise the portfolio and the fund’s value, by logging on to www.turnerbenefits.com and selecting the 401(k) link to Fidelity’s website, or by calling 1-877-887-6266, option #2. You are encouraged to consult an investment advisor before making any investment decision.

Changing Your Investment Choices

Once payroll deductions begin and you have an account, you can change your investment mix any time.

To make a change, log on to www.turnerbenefits.com and click on the 401(k) link to the Fidelity website, or call 1-877-887-6266, Option #2. In most circumstances, if you place your call before 4:00 p.m. Eastern Time, your change will take effect that day. If you call after 4:00 p.m. Eastern Time, your change will take effect the following business day.
**Note:** When making investment changes, you may not make direct transfers of your current balance from the Fidelity Managed Income Portfolio to similar or “competing” funds, such as the Retirement Money Market Fund or the Intermediate Bond Fund. Before transferring from the Managed Income Portfolio to a competing fund, you must first transfer to a “non-competing” fund for 90 days. While these requirements may seem restrictive, they typically enable the manager to negotiate a higher interest rate on the investment contracts in the Managed Income Portfolio. Furthermore, there is a fee charged to your account if you invest in the Low-Priced Stock Fund for less than 90 days.

**Plan Expenses**

All reasonable plan expenses not paid by the company are absorbed by the plan and the participants. Expenses include record-keeping fees, trustee fees, advisory fees and the Turner direct administration expenses. Your account may be charged each quarter to help cover these expenses. In addition, if you submit a court order for review and following such review the court order is deemed a Qualified Domestic Relations Order, a fee will apply as discussed in more detail in the, “If You Divorce” section.

**How the Funds Are Valued**

The TRIP is a daily valued plan. This means your plan accounts are valued every business day.

You may obtain your current account balances 24 hours a day online by logging on to www.turnerbenefits.com and clicking on the 401(k) link to the Fidelity website, or by calling Fidelity at 1-877-887-6266, Option #2.

**Investment Advice Support**

The TRIP, like any 401(k) plan, does not offer a minimum return on your investment or supplemental investment credit. Earnings on your account will be based on the return of the investment options you select. There is always some element of risk associated with any investment.

To help you make wise investment decisions, Fidelity offers three forms of support:

**Fidelity NetBenefits** – visit www.turnerbenefits.com and select the 401(k) link. A one-stop online resource for establishing, monitoring, and managing your TRIP. The “Tools and Learning” section of the website contains valuable projection tools, video/audio presentations, and information on a broad array of financial topics. The website also offers interactive guidance tools to help with planning and investment decisions and research, education and on-demand workshops.

**Benefits Service Center** – when you need one-on-one support, you can speak with a Fidelity phone associate by calling the Benefit Service Center at 1-877-887-6266, Option #2. Fidelity’s associates have detailed knowledge of our Plan in order to assist with a range of needs from basic plan inquiries such as plan enrollment to investment education. A group of more specialized representatives are also available to help you with more complex needs, such as in-depth retirement or multi-goal planning. And members of the knowledgeable Fidelity staff are available at the Benefits Service Center from 8:30am – 8:00pm Eastern time Monday through Friday to answer your questions or help with a transaction. All of the Fidelity Benefits Center staff are certified by the Financial Industry Regulatory Authority, and are therefore well qualified to assist you.

**The Investors Centers** – if you are looking to build a more comprehensive plan that integrates your workplace savings along with other financial goals you may be referred to a local Fidelity Investor Center, which are located almost everywhere Turner has an office. The Centers offer free in-person financial advice on a variety of financial subjects during scheduled appointments. The Centers offer guidance on topics such as multi-goal planning, professional money management, retirement income planning, estate planning and distribution options and tax consequences.

**Accessing Your Money**

**Loans**

The main goal of the TRIP is to help you accumulate wealth for your future. However, subject to certain limits and guidelines, you may take up to two “general purpose” loans from your available TRIP funds for any reason. You may also apply for a principal residence loan to purchase your primary residence.

When you take a loan, you are borrowing from your account and paying your account back, with interest, through payroll deductions. The following rules apply to loans from your account:

You may have two general purpose loans and one principal residence loan outstanding at a time.

An employee must wait 15 days between the time a second general purpose loan is paid off until applying for another general purpose loan. A loan will also be considered outstanding for 15 days following your last payment if you pay it off early.
The minimum loan amount is $1,000.

You may borrow up to 50% of your vested account balance in $100 increments up to a maximum of $50,000, reduced by the highest outstanding loan balance that you had during the one-year period prior to your request for a loan.

The interest rate is determined quarterly, and is the prime rate plus one percentage point. The same interest rate will stay in effect for the full term of the loan.

If you are called for military service and the interest rate on your loan is more than 6%, that interest rate will automatically be lowered to 6% and will remain at 6% as long as you are on military leave. When you return from military leave, the interest rate will be readjusted to the rate you were paying before your military leave.

The loan is repaid through payroll deductions. You have up to 5 years to repay a general purpose loan, and up to 15 years to repay a home loan. (Both the principal and interest you pay each month are deposited into your own account.)

If you are called to military service, your loan payments may be suspended during the entire period of your military leave. You may also extend the loan term to the maximum 5 year period plus the period of your military service.

Before you request a loan, you should log on to www.turnerbenefits.com, select the 401(k) link and use the online modeling tool to get useful information such as:

- What you can expect your payments to be,
- How the loan will affect your long-term savings, and
- Review the current plan loan policy

**Requesting Loans**

You may request a **general purpose loan** online at Fidelity’s website or by calling the Benefit Service Center at 1-877-887-6266, Option 2. You do not need to complete a paper application. Your loan check, along with your loan agreement, truth-in-lending statement, check and amortization schedule, will be mailed to you within 3 to 5 business days. **When you endorse the check and cash or deposit it, you are agreeing to the terms of the loan.**

If you want to request a **principal residence loan**, you may call the Benefit Service Center. A representative will walk you through the application process and answer any questions you may have. After you indicate your desired home loan amount and loan term, the Benefit Service Center will send you the necessary paperwork. You will need to sign the paperwork and return it, along with any requested documentation, to Turner Benefits for final approval. Once approved, your loan check will be disbursed as indicated by you on the application (U.S. mail, overnight mail or electronic).

By requesting a loan, you are agreeing to the terms of the loan through a promissory note, including the use of up to 50% of your TRIP account as security for the loan and other plan loan terms and conditions.

Interest payments will be credited to each account based on the outstanding principal balances. Your loan repayments are invested in the investment funds in accordance with your current investment election.

You can continue making elective deferrals, including catch-up contributions, while your loan is outstanding.

You may prepay all of your outstanding loan balance at any time without penalty. Contact Fidelity to make this arrangement.

**Outstanding Loans**

If you take an authorized unpaid leave of absence, your loan payments will be suspended for a period of up to 12 months without being in default. Loan payments can also be suspended for a leave of absence due to military service.

If your employment with the company ends before the loan payroll deductions are completed, you must pay off the loan and any unpaid interest within 60 days following your termination. If you do not fully repay the loan, it will be in default and the plan will foreclose on other funds in your accounts to pay off the loan balance. This is considered a distribution to you and will be reported as taxable income in the year in which you default on the loan. If you are not at least age 59 ½ when the loan goes into default, the IRS may also require you to pay a 10% penalty.

If you wish to pay off a loan upon termination of employment, contact Fidelity. If you fail to make a loan payment when due, or if you enter into bankruptcy and your loan is in default, the entire unpaid loan balance will become due and payable.
Withdrawals

You may make a withdrawal from your TRIP account while employed by the company if you meet one of the following qualifications:

- You are age 59 1/2 or older,
- You qualify for a hardship withdrawal, as determined by Turner Benefits, according to guidelines established by the IRS, or
- You have an ESOP Rollover Account and did not have the opportunity to take a distribution of your account from the terminated Turner ESOP prior to the rollover.

Before requesting a withdrawal, you should consult with a financial advisor about tax consequences that may result. For details on pre age 59 ½ withdrawals from your ESOP source, contact the Benefit Service Center at 1-877-887-6266, Option 2.

Age 59 1/2 Withdrawals

You may make a withdrawal of all or any portion of your employee contribution account (including catch-up contributions), rollover contribution account, company matching contribution account, or earnings-based contribution account after you reach age 59 ½, subject to 20% mandatory tax withholding.

Hardship Withdrawals

The plan permits hardship withdrawals from your employee contribution account, including catch-up contributions, or your rollover contribution account (but not your company matching contribution account or earnings-based contribution account) before age 59 ½, if you have an immediate and heavy financial need and the withdrawal is necessary to meet that need. A withdrawal is considered to be necessary if the need cannot be satisfied:

- Through reimbursement or compensation by insurance or otherwise
- By reasonable liquidation of your assets
- By stopping your contributions to the plan, or
- Through loans available from the plan, or commercial sources on reasonable terms.

You are considered to have a financial hardship if the money is necessary to pay:

- Expenses for the purchase (excluding mortgage payments) of your principal residence
- Medical expenses not covered by insurance or to pay expenses necessary to obtain such medical care for you, your spouse, your dependents, or your primary beneficiary
- Tuition, room and board, and related educational fees for the next 12 months of secondary education for you, your spouse, your children, your dependents, or your primary beneficiary
- Expenses to prevent eviction or foreclosure on your principal residence
- Expenses for repair of damage to your principal residence that would qualify for the casualty deduction Code Section 165 (determined without regard to whether the loss exceeds 10% of adjusted gross income
- Funeral and other expenses incurred in connection with the death of parent, you, your spouse, your children, your dependents, or your primary beneficiary or
- Any other immediate and heavy financial need recognized by the IRS. The following conditions will apply to any hardship withdrawal:

- The amount distributed cannot be in excess of the amount needed (except in the amount necessary to pay any anticipated federal, state, local or penalty taxes, as allowed)
- If you are approved for a hardship distribution, the amount of your hardship withdrawal will be taken first from your rollover contribution account, and then from your before-tax contribution account (including catch-up contributions) and any earnings on those accounts credited to your account before 1989. (If you are a Hercules Plan participant, then the hardship withdrawal will be taken first from your special asset transfer account under...
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Contact the Benefit Service Center at 1-877-887-6266, Option 2 for more information about the Hercules Plan and special asset transfer account.)

Before requesting the withdrawal, you must obtain all distributions and non-taxable loans available under qualified plans of Turner and its affiliates. You are suspended from making contributions to the TRIP for 6 months following the receipt of the distribution.

Your withdrawal will be taxed as ordinary income. An additional 10% penalty will generally apply if you have not reached age 59 ½.

Requesting Withdrawals

To request a withdrawal, call the Benefit Service Center at 1-877-887-6266, Option 2 and speak with a representative. A check will be disbursed to you as you indicated on your application.

Distributions

You or your beneficiary may receive a total distribution of the entire vested balance of your TRIP Account if you:

- Terminate employment for any reason, or
- Die.

A participant must wait 30 days from their termination date to request a withdrawal.

If the value of your account is $1,000 or less, you will receive your account balance in a lump-sum check. You may roll over your balance to an Individual Retirement Account (IRA) or to another employer’s qualified retirement plan.

If the value of your account is more than $1,000, you may choose to receive your distribution when you terminate your employment or you may choose to postpone payment and leave the money in the plan.

Your benefit will be payable in a lump-sum check. You may, however, request that your benefit be paid as an in-kind distribution of mutual fund units or as a combination of cash and mutual fund units.

Qualified Reservist Distributions

If you: (i) are a reservist or National Guardsman; (ii) were/are called to active duty after September 11, 2001; and (iii) were/are called to duty for at least 180 days or for an indefinite period, you may take a distribution of your elective deferrals under the plan while you are on active duty, regardless of your age. The 10% premature distribution penalty tax, normally applicable to plan distributions made before you reach age 59 1/2, will not apply to the distribution. You also may repay the distribution to an IRA, without limiting amounts you otherwise could contribute to the IRA, provided you make the repayment within 2 years following your completion of active duty.

Partial Distributions

If you have separated from service with Turner, you also have the option of taking a partial distribution. The age requirement is 60 years of age or older with a minimum withdrawal amount of $1,000 and a maximum withdrawal amount of $50,000, if requested on NetBenefits.com. There is no maximum withdrawal amount if requested through a Fidelity representative. A partial distribution is available for distribution and rollover with a maximum of 2 withdrawals per calendar year (this number is inclusive of a mandatory 70 ½ required minimum distribution).

Direct Rollovers

When you are eligible to take a distribution from the TRIP, you can ask the Benefit Service Center to issue the check payable to another employer’s qualified plan (if the plan accepts rollover contributions) or your IRA. The check will be mailed to your address on file.

If you elect a direct rollover, no federal or state tax withholdings will apply to your distribution.

You can request a direct rollover to an existing or new IRA managed by Fidelity by logging on to Fidelity’s website. The rollover or distribution is then processed and you will receive an online confirmation. Any portion of your account not eligible for a rollover will be mailed to you within 3 to 5 business days.
**Indirect Rollovers**

If you take a lump sum distribution and then roll over the distribution yourself — an indirect rollover — keep the following important facts in mind:

- Your rollover must be made within 60 days of the day you receive your distribution.
- 20% tax withholding will apply automatically. (You must make up this amount from other sources if you want to defer taxes on the entire amount of your distribution.)
- Any portion of your distribution not rolled over will be subject to income tax and possible penalty taxes.

For more information about the important tax and rollover rules that may affect you or your beneficiary, please contact the Benefit Service Center at 1-877-887-6266, Option 2 and request a copy of the plan’s “Special Tax Notice Regarding Plan Payments.”

**If You Die**

If you die while employed by the company and you are not already vested in the plan, your account becomes immediately vested. If you die before the value of your account is paid to you, the total value of your accounts will be paid in accordance with your beneficiary designation.

**Beneficiaries**

Your designated beneficiary or beneficiaries will receive 100% of your vested balance in your TRIP account if you die while you are a plan participant. You designate beneficiaries by completing an online Beneficiary Designation Form on Fidelity’s NetBenefits website or in the Forms section on www.turnerbenefits.com.

If you are married or have a Registered Domestic Partner, your primary beneficiary under the TRIP must be your spouse or Registered Domestic Partner — unless your spouse or Registered Domestic Partner agrees to another choice, in writing and witnessed by a notary public.

If you do not designate a beneficiary or your designated beneficiary does not survive you, your account balance will be payable to your surviving spouse or Registered Domestic Partner, or to your estate.

Your beneficiary may roll over the distribution to an individual retirement account (IRA) or individual retirement annuity.

**Taxes on Distributions**

Plan distributions are generally taxed as income in the year they are received.

**Before Age 59 ½** – Federal income tax equal to 20% is automatically withheld from any before-tax contributions and earnings you withdraw. This tax is sent to the IRS to be credited against the taxes you owe. If you receive a distribution of your before-tax account balance before reaching age 59 1/2, the distribution may also be subject to an early withdrawal excise tax, which is in addition to ordinary tax. Exceptions to this 10% additional excise tax include distributions due to:

- Permanent disability
- Death
- Separation from service with the company during or after the year you reach age 55
- Payments to an ex-spouse or alternate payee under a Qualified Domestic Relations Order (QDRO).

**After Age 59 ½** – Federal income tax equal to 20% is automatically withheld from any before-tax account balance you withdraw. This tax is sent to the IRS to be credited against the taxes you owe. The additional 10% excise tax is not applicable.

Call the Benefit Service Center at 1-877-887-6266, Option 2 and speak to a plan representative, or contact a qualified tax advisor before you take a distribution.

**What Else You Should Know**

**If You Divorce (QDROs)**

The Employee Retirement Income Security Act (ERISA) may require the Plan Administrator to obey court orders (such as divorce and child support decrees) to pay benefits to former spouses, children, or other alternate payees, and to
begin such payments while you are still working. These orders, called Qualified Domestic Relations Orders (QDROs),
may also provide that a former spouse must be treated as your current spouse for purposes of paying benefits after
your death.

In order to be a QDRO, the order must meet certain standards and must be approved by Turner Benefits. Turner
Benefits has a procedure for approving QDROs. As a participant or beneficiary under the TRIP, you may request a
copy of those procedures by contacting Turner Benefits.

If your domestic relations order qualifies as a QDRO, your account is separated into two accounts, one for you and one
for your ex-spouse or alternate payee. Your ex-spouse or alternate payee must take a distribution from the plan if the
benefit amount is less than $1,000. If the benefit amount is $1,000 or more, your ex-spouse or alternate payee must
take a distribution at age 65.

If the domestic relations order qualifies as a QDRO, your account is separated and a flat fee of $250 is split equally
between you and your ex-spouse or alternate payee identified in such order. The fee will be deducted from each
account on a pro rata basis by fund and source in each account.

While the domestic relations order is being reviewed, your account will be placed on a QDRO hold. You will not be able
to take a loan, make a withdrawal or request a final distribution as long as the QDRO is pending.

Military Service

If you die or become disabled while performing qualified military service, you may be treated as though you returned
to work immediately before your death or disability. You have other rights under the Uniformed Services Employment

Top Heavy Rules

Certain tax rules require that, if the value of benefits favors certain highly paid employees, the company may provide
additional company contributions. It is unlikely that the plan will become top heavy. You will receive a more detailed
explanation of the rules if the plan should ever become top heavy.

404(c) Compliance

The TRIP is intended to be a plan covered by Section 404(c) of ERISA and related regulations. Under this
provision, the plan’s fiduciaries may be relieved of liability for losses that are the direct and necessary result of
investment instructions given by you or your beneficiary.

Denied Claims

You have certain rights if any claim you file for benefits under the plan is wholly or partially denied. See the
Administration section for more information.

Assignment of Benefits

Your benefits under the TRIP are solely for you (or your beneficiaries after your death). You may not assign your
benefits or pledge your benefits to anyone. In addition, the benefits cannot be attached in a suit against a participant.
However, the plan may be required to honor federal tax levies against your account and QDROs as previously
discussed.

Plan Type

The plan is a 401(k) Plan qualified under section 401(a) of the Internal Revenue Code and is subject to ERISA. You
should also understand that it is not the type of plan that is insured by the Pension Benefit Guaranty Corporation
(PBGC), and is therefore not covered by its plan termination insurance provisions.

ERISA Protection

You are entitled to certain rights and protection under ERISA. You can find additional information about the TRIP
and information concerning your rights under ERISA, for example, claims denial and appeal procedures, in the
Administrative Information section.

Plan Continuation and Modification

The company reserves the right to terminate, modify, alter or amend the TRIP or to discontinue the payment of
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contributions from time to time to any extent in its sole discretion. The TRIP may not be amended in any way that would have the effect of diverting any of the plan assets to purposes other than for the exclusive benefit of participants and others having an interest in the TRIP.

In the event the TRIP is ever terminated, all participants become immediately vested and the plan assets shall be used to pay for benefits in the following order:

- Benefits payable to participants, participant spouses, Registered Domestic Partners or beneficiaries who were in pay status as of the beginning of the 3-year period prior to the date the plan terminated, or who would have been in pay status as of the beginning of such period in the normal form of retirement allowance. For this purpose, the plan terms over the 5 years prior to the plan termination are considered.

- All other benefits of participants, spouses, Registered Domestic Partners, or beneficiaries

- All other non forfeitable benefits under the TRIP

- Any other benefits under the TRIP