

401(k) Supplemental Retirement Plan

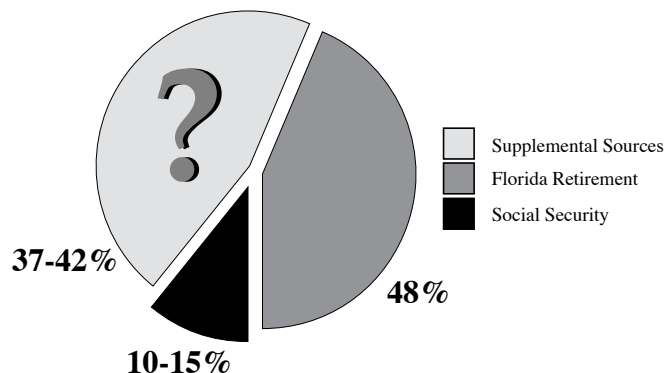
The VISTA 401(k) Supplemental Retirement Plan is specifically designed for M-DCPS employees and is offered to you as an employee benefit. The plan provides 30 mutual fund choices that allow for diversification of your retirement savings.

There are three different approaches to investing that are available to you.

- Target Retirement Funds offered through Fidelity Investments – Fidelity Advisor Freedom Funds.
- Risk Category: pre-packaged portfolio mixes based on your risk tolerance. Visit our Web site, www.vmc.cc, to complete the Investment Risk Profile to determine your risk tolerance.
- Select your own funds from a variety of top ten fund families – Vanguard, American, T. Rowe Price, etc. The Fidelity funds are only available with the target retirement funds.

How can you improve your retirement income for the future?

The chart below shows the approximate percentages of retirement income provided from the Florida Retirement System* (figured as 48 percent of your highest five earning years of employment) and Social Security (10-15 percent). The other 37-42 percent of your retirement income would come from supplemental sources, such as 401(k) plans, options and other investment vehicles. To maintain the same level of income after you retire depends upon how you save and invest through your supplemental sources. That is why you should begin saving today.



* You will receive full retirement benefits after 30 years of service, or after 25 years of service if you have reached age 62.

How does it work?

The basic processes are simple:

- Contributions to the plan are made through regular pre-tax payroll reductions.
- Selections from 30 mutual funds are available.
- No income taxes are paid on any contributions or earnings until they are withdrawn.

Why do I need a VISTA 401(k) Plan?

Retirement planning is essential to maintain your lifestyle during your retirement years. The VISTA 401(k) Plan helps you minimize the effects of inflation and taxes on your retirement savings and complements your Social Security and FRS benefits. The plan strives to maximize the long-term growth opportunities of your earnings by deferring tax on your contributions. The plan saves you money because your per-pay-period contributions reduce your taxable income.

What are the advantages of this plan?

- You defer income taxes from your peak earning years to your retirement years, when, typically, you will be in a lower tax bracket.
- You pay no taxes on your contributions or on any earnings until you withdraw your money from the plan.
- Your tax savings are immediate because your VISTA 401(k) Plan contributions are deducted each pay period from your pre-tax salary. The following is a \$100 per paycheck savings illustration.

EXAMPLE	POST-TAX	PRE-TAX
Gross	\$1,000	\$1,000
Investment	\$ 0	\$ 100
Taxable Income	\$1,000	\$ 900
Tax 20%	(\$ 200)	(\$ 180)
Net Income	\$ 800	\$ 720
Investment	\$ 100	\$ 0
Available Income	\$ 700	\$ 720

- Your available spending income is greater with a pre-tax savings plan.
- Your tax-deferred contributions are professionally managed for you in the retirement fund(s) of your choice.
- You have a convenient, disciplined, and diversified method for creating your nest egg.
- Visit our Web site at www.vmc.cc to perform an investment analysis to determine what your investment may be worth in the future.

How much can I contribute?

The minimum annual contribution is \$500. Please visit www.vmc.cc for the maximum contribution for 2009.

How do I know what I am earning?

The VISTA 401(k) Plan mails account statements at the end of each calendar quarter to all participants. The statements show your account balance and contributions for that quarter. You may also check your account balance by calling the automated phone system at 1-800-213-2310 or by visiting the Web site at www.vmc.cc. If you need additional information, call FBMC Customer Service at 1-800-342-8017, Monday - Friday, 7 a.m.-10 p.m. ET.

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Can I change my fund allocations during the plan year?

Yes. To change your fund allocations during the year, simply login to the VMC Web site at **www.vmc.cc**. You can make these changes at any time.

Can I change my contribution amount during the plan year?

Yes. Log on to VMC's Web site at **www.vmc.cc** to increase, decrease or restart your contribution at any time during the year. You may amend your contribution amount only twice per year. You may stop your contributions at any time. You may download a Change of Contribution Form online at **www.vmc.cc** or call FBMC Customer Service at 1-800-342-8017.

When do I pay taxes on my money?

You pay taxes on your VISTA 401(k) Plan contributions and earnings when you withdraw them. If you want to avoid paying taxes when you withdraw your funds, IRS regulations allow you to roll over all or part of your VISTA 401(k) Plan proceeds to an IRA or any qualified 401(k) plan without being taxed, when you reach withdrawal eligibility. Before making a withdrawal, call FBMC Customer Service at 1-800-342-8017 (Monday - Friday, 7 a.m.-10 p.m. ET) to request a copy of the IRS "Special Tax Notice Regarding Plan Payments."

When can I withdraw my funds?

Your 401(k) account is a long-term investment, designed specifically for your retirement needs. Because of this, the IRS restricts when you can withdraw your money. You are able to withdraw your money when you reach age 59 1/2, retire, terminate employment, become totally and permanently disabled, or have a financial hardship (see Hardship Withdrawal Provisions located on the VMC Web site at **www.vmc.cc**). Federal law imposes these limitations.

You pay taxes on your VISTA 401(k) plan contributions and your earnings when you withdraw them. If a check is written to you, your distribution will have 20 percent federal income tax withheld. If you want to avoid paying taxes on your withdrawal, you may do a direct rollover to an IRA or your new employer's 401(k) plan.

An additional ten percent penalty tax will be imposed for distributions made before the age of 59 1/2 except for the following circumstances:

- Distributions if you have reached age 55 and retired early.
- Hardship distributions
- Distributions to an alternate payee under a qualified domestic relations order, issued by the court in the divorce or dissolution of marriage proceeding.
- Distributions made due to an employee's death or disability.
- A direct rollover to another qualified plan.
- Purchase of service credits for a Defined Benefit Plan.

What are the fees?

Vista 401(k) Plan Expenses are as follows:

- Overall Management- A "wrap" fee of 0.0050 is assessed from your asset balances and paid to VMC, the plan administrator.
- Administration - \$1.00 per month is assessed to participants no longer actively contributing to their 401(k) account.
- Mutual Fund - There are investment fees that are different for each fund as described in their prospectuses. A detailed summary is available at **www.vmc.cc**.
- \$10 check writing fee for distributions and loan checks.
- Front-end or loading charge - none.
- Surrender charge - none.
- Fees and/or restrictions on transferring plan assets between funds - none.
- Other charges - none.

NOTE: Some of these funds normally charge a percentage from contributions by individual investors. All of those charges have been waived by each fund for the Vista 401(k) Plan. Therefore, your contributions purchase shares at Net Asset Value (NAV).

Can I borrow money from my 401(k) plan?

Your 401(k) plan has a loan provision to give you access to your money.

The following rules apply:

- You must have a minimum of \$2,000 in your account.
- You can borrow up to 50 percent of your account balance, with a maximum of \$50,000. Employer contributions and any earnings are not eligible for a loan.
- The minimum loan amount is \$1,000.
- You have a choice of paying your loan back, with interest, in 1,2,3 or 4 years.
- You pay back your loan through equal payroll deductions.
- There are no penalties if you prepay your loan, but if you want to pay it off early, you must pay it off in one lump sum.
- You can only have one loan at a time.
- After completely repaying any loan, you must wait a minimum of thirty (30) days before applying for a new loan.
- The interest rate will be two percent over the prime rate.
- Your total payment (principal and interest) will be deposited back into your account.
- There is a \$65 fee for loan processing, which includes State of Florida Documentary Stamp payment.



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When can I contribute to the VISTA 401(k) plan?

- You are eligible to open a 401(k) account any time during the year.
- In the spring, you may request to roll over sick leave into the plan.
- You may be eligible to roll funds into this 401(k) plan from a previous employer's 401(k) plan.
- You may be eligible to roll funds into this 401(k) plan from a previous employer's qualified plan, such as a 403(b), a 401(k) or a 457 plan.

How may I enroll in the VISTA 401(k) plan?

To enroll in your VISTA 401(k) Plan, simply visit the Web site at **www.vmc.cc** or complete an enrollment form indicating:

- The per pay period amount you want to contribute.
- How you want your money invested (You may defer that decision until after you have enrolled, but before the first payroll reductions are received by VISTA Management Company. If no decision is made, your contributions will be made to the Target Retirement fund closest to your retirement (age 62)).
- The beneficiary who will receive your account in the event of your death.

Mail your completed form to VISTA Management Company at P.O. Box 1878, Tallahassee, Florida 32302-1878.

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Mutual Fund Family & Name	Quotron Symbol	Mutual Fund Management Expense ¹	Wrap Fee ²	Total Expense
American; EuroPacific Growth	AEPGX	0.0083	0.0050	0.0133
American; Investment Company of America	AIVSX	0.0059	0.0050	0.0109
American; Growth Fund of America	AGTHX	0.0068	0.0050	0.0118
American Century; Inflation Adjusted Bond	ACITX	0.0075	0.0050	0.0125
American Century; Ultra	TWCUX	0.0125	0.0050	0.0175
Delaware; Growth Opportunities	DFCIX	0.0138	0.0050	0.0188
Fidelity Advisor Freedom 2005 Fund	FFAVX	0.0092	0.0050	0.0142
Fidelity Advisor Freedom 2010 Fund	FACFX	0.0093	0.0050	0.0143
Fidelity Advisor Freedom 2015 Fund	FFVAX	0.0095	0.0050	0.0145
Fidelity Advisor Freedom 2020 Fund	FDAFX	0.0098	0.0050	0.0148
Fidelity Advisor Freedom 2025 Fund	FATWX	0.0098	0.0050	0.0148
Fidelity Advisor Freedom 2030 Fund	FAFEX	0.0100	0.0050	0.0150
Fidelity Advisor Freedom 2035 Fund	FATHX	0.0100	0.0050	0.0150
Fidelity Advisor Freedom 2040 Fund	FAFFX	0.0101	0.0050	0.0151
Fidelity Advisor Freedom 2045 Fund	FFFZX	0.0102	0.0050	0.0152
Fidelity Advisor Freedom 2050 Fund	FFFLX	0.0102	0.0050	0.0152
Fidelity Advisor Freedom Income Fund	FAFAX	0.0084	0.0050	0.0134
Goldman, Sachs; Balanced	GSBFX	0.0130	0.0050	0.0180
Goldman, Sachs; Capital Growth	GSCGX	0.0142	0.0050	0.0192
Goldman Sachs; Growth & Income	GSGRX	0.0121	0.0050	0.0171
Oppenheimer, Equity Fund	OEQAX	0.0093	0.0050	0.0143
Pimco; Total Return A	PTRAX	0.0068	0.0050	0.0118
T. Rowe Price; Equity Income	PRFDX	0.0077	0.0050	0.0127
T. Rowe Price; Small-Cap Stock	OTCFX	0.0096	0.0050	0.0146
Vanguard; Balanced Index	VBAIX	0.0008	0.0050	0.0058
Vanguard; Institutional Prime Money Market	VMRXX	0.0015	0.0050	0.0065
Vanguard; Institutional Index Fund	VINIX	0.0005	0.0050	0.0055
Vanguard Short-Term Treasury - Admiral	VFIRX	0.0013	0.0050	0.0063
Vanguard Intermediate-Term Treasury-Admiral	VFIUX	0.0010	0.0050	0.0060
Vanguard Long-Term Treasury-Admiral	VUSUX	0.0010	0.0050	0.0060

There are no sales (front-end load), transfer or surrender charges for any of the Vista 401(k) funds. If the fund normally charges such a fee to the public, they have been waived to Vista 401(k) participants.

- Each mutual fund assesses a fee, which is a percentage of the total assets that they have under management. This fee, known as Annual Fund Operating Expense is comprised of Management fees, Distribution and/or Service (12b-1) fees and Other expenses. The fees shown in this column are expressed on an annual basis, i.e., .0085 = .85 of 1% of assets. Please note that these are the maximum charges that are allowed, as listed in the prospectus. Some funds have reported to VMC that their current charges are less than those listed in the prospectus. Funds are listed on the internet and on quarterly statements at Net Asset Value (NAV).
- The "Wrap Fee" is a fee expressed as a percentage of assets in the same manner as the "Annual Fund Operating Expense". This fee is used to pay
 - Vista Management Company for administration, customer service, and education and enrollment,
 - Accurecord for record keeping which includes daily valuation of funds and maintaining participant accounts and
 - Wilmington Trust for acting as Trustee; holding and disbursing funds to purchase Mutual funds as well as making distributions to participants.
- There is an administrative charge of \$12.00 per participant per year for generating quarterly participant statements. This fee is not applied to participants who are actively contributing to the plan.
- The annual mutual funds operating expense is disclosed in the fund's prospectus (see Mutual Fund Information page for prospectus link); varies by fund and is a charge to you in addition to the VMC Wrap Fee. Some of the plan's funds pay commissions and other forms of revenue sharing to VMC as well as to any other Broker-Dealer who performs similar functions. Such additional compensation may be paid as a result of new contributions from participants into the plan. VMC has historically used these payments for educational purposes in communicating the plan to participants and other non-participating employees. VMC does not make any fund investment recommendations based on whether or not such payments are received. (Additional information is available upon request)

All fees are described in the fund's prospectus (see Mutual Fund Information page for prospectus link); vary by fund and is a charge to the participant in addition to the VMC Wrap Fee.