

MEBA - 401(k) PLAN
 1007 Eastern Avenue, Baltimore, MD 21202-4345
 (410) 547-9111 or (800) 811-MEBA (6322)

USE THIS FORM FOR 401(k) WITHHOLDINGS

GENERAL INSTRUCTIONS FOR COMPLETING THE ATTACHED ENROLLMENT FORM

Is participation in the 401(k) Plan mandatory?

- No. Participation in the 401(k) Plan is not mandatory. If you choose to participate you must complete the attached enrollment form.

If I choose to participate in the 401(k) Plan when must I complete a new Enrollment Form?

SAILING EMPLOYEES

- If you are a permanent employee, you must complete a new Enrollment Form if you go to work for a new employer.
- If you are not a permanent employee and are paid on a per-voyage basis, you must complete a new Enrollment Form at the beginning of each voyage.

NON-SAILING EMPLOYEES

- You must complete a form when you start contributing to the Plan.

You must also complete a new Enrollment Form if you want to change the amount of your Before-Tax Contributions, Designated ROTH Contributions, Regular After-Tax Contributions or Employee Directed Contributions (if applicable) for both sailing and non-sailing employees.

Must I contribute all of my Employee Directed Contributions to the 401(k) Plan?

- No. If applicable under the terms of the Agreement between District No. 1-PCD, MEBA and your Employer, a portion of your compensation is subject to a cafeteria type election and can be received as Before-Tax MEBA 401(k) Plan contributions, as taxable cash compensation, or a combination of both. If you choose to send all, a part of, or none of your Employee Directed Compensation to the 401(k) Plan, you must indicate so on the attached enrollment form.

May I continue making Regular After-Tax Contributions if I have reached the maximum allowed for Before-Tax Contributions and Designated Roth Contributions?

- Yes. Since Regular After-Tax Contributions are not limited by IRS regulations, you may continue making After-Tax Contributions even if you have reached the maximum allowed for Before-Tax Contributions. Notwithstanding the preceding sentence, however, you are subject to an annual maximum before-tax and after-tax contribution cap, which is the lesser of 100% of compensation or \$49,000 in 2010. This maximum contribution is subject to review and possible adjustment on an annual basis by the IRS.

PART 1 – EMPLOYEE INFORMATION

Complete all information.

PART 2 – EMPLOYER INFORMATION

Complete all applicable information.

PART 3 – CONTRIBUTION INFORMATION

Indicate the applicable dollar amount or percentage you elect to have deducted under your 401(k) arrangement. An election of a percentage contribution will be applied to your total earnings, excluding payments from the MEBA Vacation Plan, port relief, night relief and converted overtime. The contribution limits take into account the combined total of all 401(k) contributions (Before-Tax and Designated ROTH) you elect from earnings with all of your employers during the year.

The Annual Combined Maximum for Before-Tax Contributions and Designated Roth Contributions established by the IRS for 2010 is \$16,500. This amount is reviewed annually by the IRS and may be increased for future years.

The Annual Maximum for Before-Tax and Designated Roth Special Catch-Up Contributions established by the IRS for 2010 is \$5,500. This amount is reviewed annually by the IRS and may be increased for future years. You must be age 50 or older and have contributed the maximum amount of elective contributions permitted for the year to take advantage of the Special Catch-Up Contributions.

Any 401(k) contributions received by the Plan in excess of these limits will be returned to your Employer for transmittal to you. This return of contributions may be subject to income tax. You will be notified of such return of excess contributions.

If Employee Directed Contributions are applicable under the terms of the Agreement between District No. 1-PCD, MEBA and your Employer, you must elect one of the following methods of contribution: (1) 100% Taxable Cash Compensation; (2) 50% Taxable Cash Compensation and 50% Before-Tax Contribution to the MEBA 401(k) Plan; or (3) 100% Before-Tax Contribution to the MEBA 401(k) Plan. Check the box next to the method you wish to elect. You must complete this form even if you already participate in the MEBA 401(k) Plan by means of payroll deduction. The contribution limits take into account the combined total of all 401(k) contributions you elect from earnings with all of your employers during the year.

PART 4 – INVESTMENT ELECTIONS

COMPLETE THIS SECTION FOR INITIAL ENROLLMENT ONLY. If you want to change the way your contributions will be invested by Fidelity after you first enroll, you must contact Fidelity Investments directly at 1-866-848-6466 or, if you are overseas, call collect to 1-877-343-0860. **You must also contact Fidelity Investments directly to open a Fidelity BrokerageLink® account. BrokerageLink® is a self-directed account that provides you an opportunity to invest a portion of your retirement savings in a wide array of mutual funds beyond those available in your standard plan.**

The investment options available to you under the MEBA 401(k) Plan are as follows:

Code	Fund Name	Code	Fund Name
OQMQ	American Funds® The Growth Fund of America® -Class R4	00370	Freedom 2000 Fund
OMAW	Dodge & Cox Stock Fund	01312	Freedom 2005 Fund
00054	Fidelity Government Income Fund	00371	Freedom 2010 Fund
OFAP	PIMCO Total Return Fund-Administrative Class	01313	Freedom 2015 Fund
OSBN	Royce Pennsylvania Mutual Fund-Investment Class	00372	Freedom 2020 Fund
00398	Spartan® Extended Market Index Fund-Investor Class	01314	Freedom 2025 Fund
00650	Spartan® 500 Index Fund	00373	Freedom 2030 Fund
00631	Fidelity FMMT Retirement Government Money Market Portfolio	01315	Freedom 2035 Fund
00022	Contrafund	00718	Freedom 2040 Fund
00305	Fidelity International Discovery	01617	Freedom 2045 Fund
00369	Freedom Income Fund	01618	Freedom 2050 Fund
OFOG	Cohen & Steers Realty Shares		

For a description of each fund contact Fidelity Investments directly at 1-866-848-6466 (overseas, call collect to 1-877-343-0860) or visit Fidelity's website at www.fidelity.com/atwork.

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PART 1: Employee Information

Social Security #: --
 Date of Birth: -- (Month, Day & Year)
 First Name & M.I.: Last Name:
 Street Address: Apt. No. : New Address: Yes No
 City: State: Zip: -
 Daytime Phone: -- Evening Phone: --
 Marital Status: Single Married Divorced Separated Widowed

PART 2: Employer Information

Employer Name: Employment Date: -- (Month, Day & Year)
 Vessel (if applicable): Voyage No. (if applicable):

PART 3: Contribution Information

BEFORE-TAX 401(K) CONTRIBUTIONS - I have read the attached instructions and understand my contributions are limited to the annual limits imposed by the IRS. I authorize my employer to deduct from my earnings on a *Before-Tax basis*:

\$ _____ or _____ % of my earnings (must be in multiples of 1%)

DESIGNATED ROTH CONTRIBUTIONS - I have read the attached instructions and understand my contributions are limited to the annual limits imposed by the IRS. I authorize my employer to deduct from my earnings *Designated* ROTH contributions (After-Tax):

\$ _____ or _____ % of my earnings (must be in multiples of 1%)

SPECIAL CATCH-UP CONTRIBUTIONS - I have read the attached instructions and understand that I am (will be) age 50 or older during the current calendar year and that I can make Special Catch-Up Contributions and that these Special Catch-Up Contributions are limited to the annual limits imposed by the IRS. If my regular contributions exceed the annual limits, I authorize my employer to *deduct additional Catch-Up Contributions* from my earnings.

Yes No \$ _____ or _____ % of my earnings (must be in multiples of 1%)

AFTER-TAX CONTRIBUTIONS - I have read the attached instructions and understand my After-Tax Contributions are not limited by the IRS. I understand that if my combined Before-Tax and After-Tax Contributions exceed the limitations of Internal Revenue Code 415 a portion of my After-Tax Contributions will be returned to me. I understand that if I am a non-sailing highly compensated employee my After-Tax Contributions may be limited by the rules under the Internal Revenue Code. I authorize my employer to deduct from my earnings *on an After-Tax basis*:

\$ _____ or _____ % of my net earnings (must be in multiples of 1%)

EMPLOYEE DIRECTED CONTRIBUTIONS - I understand that the terms of the Agreement between District No. 1-PCD, MEBA and my Employer (named above) provide that a portion of my compensation is subject to a cafeteria type election and that I can elect to receive that amount as before tax MEBA 401(k) Plan contribution, as taxable cash compensation, or a combination of both. I have read the attached instructions and understand that my contributions are limited to the annual limits imposed by the IRS. I hereby make the following election only for that portion of my compensation that is subject to the cafeteria type election:

- 100% Taxable Cash Compensation (Complete Part 4 only if other contribution elections have been made. Otherwise, sign and date this form.)
- 50% Taxable Cash Compensation and 50% Before-Tax Contribution to the MEBA 401(k) Plan (Read Part 4 and complete if applicable. Sign and date this form.)
- 100% Before-Tax Contribution to the MEBA 401(k) Plan (Read Part 4 and complete if applicable. Sign and date this form.)

PART 4: Investment Elections

NOTE: THIS SECTION IS FOR INITIAL ENROLLMENT ONLY. If you wish to change your previous investment election at any time after you first enroll, you must contact Fidelity Investments directly at 1-866-848-6466 or, if you are overseas, call collect to 1-877-343-0860. **You must also contact Fidelity Investments directly to open a Fidelity BrokerageLink® account. BrokerageLink® is a self-directed brokerage account that provides you an opportunity to invest a portion of your retirement savings in a wide array of mutual funds beyond those available in your standard plan.**

Please enter the percentage of contributions you wish allocated to the investment options you have selected from among those available under the Plan (see table below). For a description of each fund contact Fidelity Investments directly at 1-866-848-6466 (overseas, call collect to 1-877-343-0860) or visit Fidelity's website at www.fidelity.com/atwork.

I would like all contributions to my qualified plan invested in the following investment options: (Indicate a whole number percentage for each fund. **The total must equal 100%**. If the total does not equal 100%, any contributions received will be invested in the appropriate Fidelity Freedom Fund, based on your age and expected date of retirement).

Code	Fund Name	Percentage	Code	Fund Name	Percentage
OQMQ	American Funds ® The Growth Fund of America ® -Class R4	%	00370	Freedom 2000 Fund	%
OMAW	Dodge & Cox Stock Fund	%	01312	Freedom 2005 Fund	%
00054	Fidelity Government Income Fund	%	00371	Freedom 2010 Fund	%
OFAP	PIMCO Total Return Fund-Administrative Class	%	01313	Freedom 2015 Fund	%
OSBN	Royce Pennsylvania Mutual Fund-Investment Class	%	00372	Freedom 2020 Fund	%
00369	Freedom Income Fund	%	01314	Freedom 2025 Fund	%
00398	Spartan ® Extended Market Index Fund-Investor Class	%	00373	Freedom 2030 Fund	%
00650	Spartan ® 500 Index Fund	%	01315	Freedom 2035 Fund	%
00631	Fidelity FMMT Retirement Government Money Market Portfolio	%	00718	Freedom 2040 Fund	%
00022	Contrafund	%	01617	Freedom 2045 Fund	%
00305	Fidelity International Discovery	%	01618	Freedom 2050 Fund	%
OFOG	Cohen & Steers Realty Shares	%			

TOTAL 100% (Must = 100%)

Employee Signature:

Date: -- (Month, Day & Year)