

403(b)(7) MUTUAL FUND SOURCE APPLICATION

Complete this application to establish an account under the 403(b) (7) Mutual Fund Source Program (the "Mutual Fund Program") available under your Employer's 403(b) Plan. Please review the materials.

Your completed application should be mailed to USICG ATTN: CASBO, 95 Glastonbury Blvd., Suite 102, Glastonbury, CT 06033, or via fax: 860-521-3742. Please only return pages 4 & 5. If you have completed section 2 below regarding "Rollover or Transfer Exchange" please attach this page in addition to pages 4 & 5.

1 Salary Reduction Instructions

To direct contributions from your salary to the Mutual Fund Program, complete The Omni Group, Inc. Salary Reduction Agreement (the "Salary Reduction Agreement") and designate "USICG (formerly Hooker & Holcombe)" as the service provider to receive your contributions. *Please visit www.omni403b.com for the Omni Salary Reduction Agreement (SRA). You must complete and return the Mutual Fund Source Application before the amount indicated on the Salary Reduction Agreement can be deducted from payroll.*

2 Rollover or Transfer Exchange

Check here if you want to be contacted for assistance with transferring an existing 403(b) account or retirement account into your USICG account.

Previous Provider/Plan Name: _____ Estimated Asset Value: \$ _____

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If you have completed this section, please attach this page with pages 4 & 5 and be sure to provide your email on page 4.

3 Selection of Funds/Default Fund

Fund Selection: The Investment prospectuses for the funds available under the Mutual Fund Program are available on the plan's website. Please call 1-866-495-3548 if you would like to receive the fund Prospectuses prior to joining the plan.

NOTE: You may change your investment elections for allocating your contributions to the Funds and transfer/realign balances in your Account among the Funds on the Internet at www.pensionedge.com.

Default Fund: The Target Date Fund closest to your 65th birthday is the "default fund" under the Mutual Fund Program. The Custodian will invest your contributions in the default fund if (1) you do not indicate below which Fund(s) should be used for investing your contributions, (2) you select a Fund that is not available under your Employer's 403(b) (7) Program, or (3) your allocation percentages do not total 100%.

Changes to Fund Menu: From time to time, Funds may be added to or deleted from the Mutual Fund Program. The addition of a Fund means that the Fund is available under the Mutual Fund Program to receive new contributions or an exchange for other Funds, if you select the Fund. The deletion of a Fund means that the Fund will no longer be available under the Mutual Fund Program to receive new contributions or an exchange from another Fund. When new funds become available to the fund menu, notice will be provided announcing the funds availability. If a Fund is expected to be deleted, you will receive advance notice including a request that you review your allocation instructions for new contributions and make any requested changes prior to that fund being replaced and/or deleted. If you do not provide instructions prior to the date indicated on the notice for new contributions or where to allocate the remaining balance that you previously held in a deleted Fund, future contributions will be directed and any remaining balance will be mapped into the replacement fund(s) indicated on the notice.

By executing this Application, you direct the Custodian to invest your Account in the default fund if you have not provided the Custodian with complete instructions as explained above.

4 | Custodial – Terms and Conditions

The custodian for the Mutual Fund Program is the American Trust Custody (the "Custodian"), pursuant to a Master 403(b)(7) Custodial Account Agreement (the "Custodial Agreement") between your Employer and the Custodian. USI Consulting Group, unless otherwise designated, is Recordkeeper to the Mutual Fund Program. Your Account is governed by the terms and conditions of the Custodial Agreement. A copy of the Custodial Agreement is included with this form. By signing this Application, you agree to the terms and conditions in the Custodial Agreement, and release Custodian from any liability except liability arising from Custodian's breach of its duties under the Custodial Agreement. Please be aware of the following terms of the Custodial Agreement, which apply to your Account:

Duties. The Custodian is responsible for holding and investing contributions to your Account in accordance with your directions and for maintaining records necessary for the proper administration of your Account. The Custodian is not responsible for collecting contributions to your Account, selecting the Funds available for your Account, or for any action with respect to your Account taken at your direction, or your Employer's direction.

Indemnification. You agree to indemnify and hold harmless Custodian from any and all liability arising from any action taken or omitted at your direction or your Employer's direction.

Arbitration. The resolution of all controversies or disputes with Recordkeeper, Custodian, your Employer, and/or any of its officers, directors, or employees, arising from (1) any Account that you maintain with the Custodian; (2) any transaction involving your Account, whether or not such transaction occurred in such Account or Accounts; or (3) the construction, performance or breach of the Custodial Agreement, whether such controversy arose prior, on or subsequent to the date hereof, that are not otherwise resolved by agreement of the parties shall be determined by arbitration under the commercial arbitration rules of the American Arbitration Association (the "AAA"). Any disputes as to the arbitrability of a matter or the manner of such arbitration shall be determined in such arbitration. The claimant who initiates the arbitration shall request that the arbitration be held in a specific location. Each party to the arbitration will receive notice from the AAA of the location requested by the claimant, and then will have fifteen (15) days from the date of the notice to object to the AAA about the requested arbitration location. If a party does not timely object, such arbitration will be held at the location requested by the claimant. If objection to the requested location is timely made, each party to the arbitration must submit a written statement to the AAA regarding the reasons for preferring the requested location or a different location (e.g., location of the parties, attorneys and records, the consideration of relative difficulty in traveling and cost to the parties, etc.). The AAA will make the final determination of the arbitration location. All determinations by the AAA are final and may not be appealed.

5 Other Account Terms and Conditions

The following additional terms apply to your Account:

Fund Fees. Each Fund receives services from investment advisers and other service providers necessary to the operation of the Funds and pays fees for these services. The total expenses of the Funds can include management fees, 12b-1 fees, shareholder servicing fees, and administrative fees, and other expenses and costs related to the operation of the Funds. The total operating expense of each Fund is set forth on the attached Fund Matrix and explained in more detail in each Fund's prospectus.

Account Charges. Your Account receives recordkeeping, custodial and other services and pays directly or indirectly for these services as follows. Some of the Funds may pay 12b-1 fees, shareholder servicing fees and similar fees to the Custodian, and these payments from the Funds are used to compensate the Custodian, Recordkeeper and other service providers for services to your Account. Other Funds do not make such payments to the Custodian, and in that event, an administrative charge is added to the Fund's operating expenses and this amount is subtracted from your account monthly. Currently, your Account is charged only those fees described by the attached Fund Matrix. The Recordkeeper will provide you with an updated Fund Matrix in advance of any change to the administrative charges that may apply to your Account, or as soon as practicable after any other material change.

Correction of Errors. You must notify the Recordkeeper as soon as possible if you identify an error in your Account. Subject to applicable law, the Custodian and Record keeper are not required to correct an error in your Account unless you notify the Recordkeeper of the error within 12 months from the date that the Recordkeeper delivers a written confirmation or statement putting you on notice of the error.

Fund Selection. Your Employer has engaged USI Advisors, Inc. (the "Adviser") to select and monitor the menu of Funds available under the Mutual Fund Program. In selecting and monitoring the menu of Funds, the Adviser provides services solely to your Employer. The Adviser may provide informational materials that are intended to be solely educational in nature, and are not intended as investment advice to you. You are solely responsible for selecting how to invest your Account among the Funds available under the Mutual Fund Program. Neither the Employer, Recordkeeper, Custodian, or Adviser, and/or any officers, directors, employees, or agents of the Employer, Recordkeeper, Custodian or Adviser are responsible for providing advice or recommendations to you with respect to your selections among the Funds. Please consult your own financial adviser.

Electronic Delivery of Documents. Materials may be delivered to you under this Mutual Fund Program electronically, including by posting documents on an Internet website. You can request paper copies of materials by contacting our *Service Center* at 1-866-495-3548.

6 Participant Information

Participant Name: _____ School District/City Name: _____
Street Address: _____ City: _____ State: _____ Zip: _____
Work Email: _____@_____ Personal Email: _____@_____
Home Phone: _____ Mobile Phone: _____
SSN#: _____ DOB: _____

Please indicate below the percentage of your contributions to the Mutual Fund Program that you would like invested in each Fund (you may select one or more Funds, as long as the percentages allocated among the Funds total 100%). Investments percentage must be whole percentages for each investment.

| <i>Fund Name</i> | <i>Fund Name</i> | <i>Ticker</i> | <i>Percentage</i> |
|----------------------------------|--|---------------|-------------------|
| Equity Large Blend | American Funds Fundamental Invs R3 | RFNCX | _____ |
| | Davis NY Venture R | NYVRX | _____ |
| | Vanguard 500 Index Adm | VFIAX | _____ |
| Equity Large Growth | American Funds Growth Fund of Amer R3 | RGACX | _____ |
| | Fidelity Contrafund | FCNTX | _____ |
| | T. Rowe Price Growth Stock Adv | TRSAX | _____ |
| Equity Large Value | American Funds Washington Mutual R3 | RWMCX | _____ |
| | MFS Value R2 | MVRRX | _____ |
| Equity Mid-Cap Blend | Vanguard Mid Cap Index Adm | VIMAX | _____ |
| Equity Mid-Cap Growth | Fidelity Advisor® Mid Cap II T | FITIX | _____ |
| | Janus Enterprise S | JGRTX | _____ |
| Equity Mid-Cap Value | MFS Mid Cap Value R3 | MVCHX | _____ |
| Equity Small Blend | Vanguard Small Cap Index Adm | VSMAX | _____ |
| Equity Small Growth | Goldman Sachs Small Cap Growth Insights A | GSAOX | _____ |
| Equity Small Value | Northern Small Cap Value | NOSGX | _____ |
| Real Estate | Virtus Real Estate Securities A LW | PHRAX | _____ |
| Foreign Equity Large Blend | Vanguard Developed International Index Adm | VTMGX | _____ |
| | Dodge & Cox International Stock | DODFX | _____ |
| Foreign Equity Large Growth | American Funds Europacific Growth R3 | RERCX | _____ |
| Diversified Emerging Mkts Equity | Oppenheimer Developing Markets R | ODVNX | _____ |
| | Vanguard Emerging Mkts Stock Idx Adm | VEMAX | _____ |
| | T. Rowe Price Emerging Markets Stock | PRMSX | _____ |
| World Stock | American Funds Capital World Gr&Inc R3 | RWICX | _____ |
| | T. Rowe Price Global Stock Adv | PAGSX | _____ |
| Intermediate-Term Bond | PIMCO Investment Grade Corp Bond A | PBDAX | _____ |
| | Vanguard Total Bond Market Index Adm | VBTLX | _____ |
| | Dodge & Cox Income | DODIX | _____ |
| Ultrashort Bond | PIMCO Short-Term Admin | PSFAX | _____ |
| World Bond | American Funds Capital World Bond R3 | RCWCX | _____ |
| | Vanguard Total International Bond Index Fund Adm | VTABX | _____ |
| Allocation Funds | JHancock Lifestyle Conservative A | JALRX | _____ |
| | JHancock Lifestyle Moderate A | JALMX | _____ |
| | American Funds American Balanced R3 | RLBCX | _____ |
| | JHancock Lifestyle Balanced A | JALBX | _____ |
| | JHancock Lifestyle Growth A | JALGX | _____ |
| | JHancock Lifestyle Aggressive A | JALAX | _____ |
| Target Date Funds | T. Rowe Price Retirement 2010 R | RRTAX | _____ |
| | T. Rowe Price Retirement 2020 R | RRTBX | _____ |
| | T. Rowe Price Retirement 2030 R | RRTCX | _____ |
| | T. Rowe Price Retirement 2040 R | RRTDX | _____ |
| | T. Rowe Price Retirement 2050 R | RRTFX | _____ |
| | T. Rowe Price Retirement 2060 R | TRRZX | _____ |
| Money Market | Nuveen Money Market R | TIEXX | _____ |
| Total | | | _____ |

7 Authorization and Signature

By executing the Application I acknowledge and certify the following:

I have received, read and understand the information in this application.

It is my responsibility to read the prospectus(es) of any Fund(s) in which I am investing, and I have read and understand the prospectus of any Fund(s) in which I invest.

I have reviewed and agree to the terms and conditions that apply to my Account as explained in this Application.

My Social Security number shown on this application is correct.

PARTICIPANT

Signature: _____

Print Name: _____

Date: _____

8 Beneficiary Designation

Default Designation: Unless otherwise indicated, your beneficiary will be your spouse. In the event you have no spouse, your beneficiary(ies) will be your child(ren), equally. If any child does not survive you, the deceased child's share will go to his/her child(ren), equally. If no children or grandchildren survive you, your beneficiary will be your estate.

Alternate Designation: Provide your beneficiary information below only if you do not want the default designation. Check the box below if you would like to make an alternate designation.

I hereby designate the person(s) named below as primary and/or contingent beneficiary(ies) to receive payment of the value of my Account(s) upon my death.

NOTE: Primary percentage column totals must equal 100%, and Contingent percentage totals must equal 100% (if applicable). Any failure to input clear, legible, and concise instructions will default to “**Default Designation**” referenced above. Primary beneficiary(ies) must be clearly indicated *before* Contingent beneficiary(ies) are requested. Primary beneficiary(ies) **cannot** be the same as Contingent beneficiary(ies). Please use “**Whole Percentages**” only.

| <i>Beneficiary Name & Relationship</i> | <i>SSN #</i> | <i>DOB</i> | <i>Address/City/State/Zip</i> | <i>Primary %</i> | <i>Contingent %</i> |
|--|--------------|------------|-------------------------------|------------------|---------------------|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| Each Primary and Contingent Percentage Column Must Equal 100% | | | | = 100% | = 100% |

Please retain a copy of this paperwork for your records. In all events, your beneficiary designation is subject to the terms of your Employer's 403(b) Plan. If you designate a trust as a primary and/or contingent beneficiary, please include the date the trust was created and the trustee's name.

FUND MATRIX

You may select from the following Funds for the investment of your new contributions and existing balances under the Mutual Fund Program.

| Fund Name | Ticker | Fund Type | Total Fund Operating Expense |
|--|--------|----------------------------------|------------------------------|
| Equity Large Blend | | | |
| American Funds Fundamental Invs R3 | RFNCX | Equity Large Blend | 0.93% |
| Davis NY Venture R | NYVRX | Equity Large Blend | 1.19% |
| Vanguard 500 Index Adm | VFIAX | Equity Large Blend | 0.49%* |
| Equity Large Growth | | | |
| American Funds Growth Fund of Amer R3 | RGACX | Equity Large Growth | 0.94% |
| Fidelity Contrafund | FCNTX | Equity Large Growth | 0.39% |
| T. Rowe Price Growth Stock Adv | TRSAX | Equity Large Growth | 0.92% |
| Equity Large Value | | | |
| American Funds Washington Mutual R3 | RWMCX | Equity Large Value | 0.92% |
| MFS Value R2 | MVRRX | Equity Large Value | 1.04% |
| Equity Mid-Cap Blend | | | |
| Vanguard Mid Cap Index Adm | VIMAX | Equity Mid-Cap Blend | 0.50%* |
| Equity Mid-Cap Growth | | | |
| Fidelity Advisor® Mid Cap II T | FITIX | Equity Mid-Cap Growth | 1.22% |
| Janus Enterprise S | JGRTX | Equity Mid-Cap Growth | 1.16% |
| Equity Mid-Cap Value | | | |
| MFS Mid Cap Value R3 | MVCHX | Equity Mid-Cap Value | 0.99% |
| Equity Small Blend | | | |
| Vanguard Small Cap Index Adm | VSMAX | Equity Small Blend | 0.50%* |
| Equity Small Growth | | | |
| Goldman Sachs Small Cap Growth Insights A | GSAOX | Equity Small Growth | 1.21% |
| Equity Small Value | | | |
| Northern Small Cap Value | NOSGX | Equity Small Value | 1.00% |
| Real Estate | | | |
| Virtus Real Estate Securities A LW | PHRAX | Real Estate | 1.36% |
| Foreign Equity Large Blend | | | |
| Vanguard Developed International Index Adm | VTMGX | Foreign Equity Large Blend | 0.53%* |
| Dodge & Cox International Stock | DODFX | Foreign Equity Large Blend | 1.07%* |
| Foreign Equity Large Growth | | | |
| American Funds Europacific Growth R3 | RERCX | Foreign Equity Large Growth | 1.12% |
| Diversified Emerging Mkts Equity | | | |
| Oppenheimer Developing Markets R | ODVNX | Diversified Emerging Mkts Equity | 1.51% |
| Vanguard Emerging Mkts Stock Idx Adm | VEMAX | Diversified Emerging Mkts Equity | 0.59%* |
| T. Rowe Price Emerging Markets Stock | PRMSX | Diversified Emerging Mkts Equity | 1.16% |
| World Stock | | | |
| American Funds Capital World Gr&Inc R3 | RWICX | World Stock | 1.06% |
| T. Rowe Price Global Stock Adv | PAGSX | World Stock | 1.08% |

| Intermediate-Term Bond | | | |
|---|-------|------------------------|--------|
| PIMCO Investment Grade Corp Bond A | PBDAX | Intermediate-Term Bond | 1.44% |
| Vanguard Total Bond Market Index Adm | VBTLX | Intermediate-Term Bond | 0.50%* |
| Dodge & Cox Income | DODIX | Intermediate-Term Bond | 0.86%* |
| Ultrashort Bond | | | |
| PIMCO Short-Term Admin | PSFAX | Ultrashort Bond | 0.72% |
| World Bond | | | |
| American Funds Capital World Bond R3 | RCWCX | World Bond | 1.13% |
| Vanguard Total International Bond Index Adm | VTABX | World Bond | 0.56%* |
| Allocation Funds | | | |
| JHancock Lifestyle Conservative A | JALRX | Allocation Funds | 1.23% |
| JHancock Lifestyle Moderate A | JALMX | Allocation Funds | 1.27% |
| American Funds American Balanced R3 | RLBCX | Allocation Funds | 0.89% |
| JHancock Lifestyle Balanced A | JALBX | Allocation Funds | 1.33% |
| JHancock Lifestyle Growth A | JALGX | Allocation Funds | 1.38% |
| JHancock Lifestyle Aggressive A | JALAX | Allocation Funds | 1.44% |
| Target Date Funds | | | |
| T. Rowe Price Retirement 2010 R | RRTAX | Target Date Funds | 0.99% |
| T. Rowe Price Retirement 2020 R | RRTBX | Target Date Funds | 1.03% |
| T. Rowe Price Retirement 2030 R | RRTCX | Target Date Funds | 1.07% |
| T. Rowe Price Retirement 2040 R | RRTDX | Target Date Funds | 1.10% |
| T. Rowe Price Retirement 2050 R | RRTFX | Target Date Funds | 1.13% |
| T. Rowe Price Retirement 2060 R | TRRZX | Target Date Funds | 1.14% |
| Money Market | | | |
| Nuveen Money Market R | TIEXX | Money Market | 0.37% |

1. The "Total Fund Operating Expense" reflects the total amount paid from the Fund's assets for investment management and other expenses relating to the operation of the Fund, and for the Funds indicated, also includes an administrative charge, as described under Section 7 (Account Charges) of the Application, in the amount set forth in (a) below. Please refer to the Fund's prospectus or contact the fund company for additional information about the expenses charged to each Fund. More information about each Fund is also available in the Mutual Fund Source Brochure, Your Ticket to Retirement.
2. Please contact our Service Center at 866.495.3548 for fund availability.

*An additional annual administration charge of 0.45% has been added into the Total Fund Operating Expense; a pro rata portion is deducted monthly from your Account.

Please note that additional funds may be available to you when you login to your account. These funds are generally closed to new investors but are still open to participants in school districts with previously established positions.