

**BOARD OF COUNTY COMMISSIONERS
SARPY COUNTY, NEBRASKA
RESOLUTION AUTHORIZING THE REDEMPTION OF PRUDENTIAL STOCK AND
CONVERSION TO CASH**

WHEREAS, pursuant to Neb. Rev. Stat. §23-104(6) (Reissue 2007), the County has the power to do all acts in relation to the concerns of the County necessary to the exercise of its corporate powers; and,

WHEREAS, pursuant to Neb. Rev. Stat. §23-103 (Reissue 2007), the powers of the County as a body are exercised by the County Board; and,

WHEREAS, several years ago Sarpy County purchased life insurance policies for it's employees through Prudential Life Insurance Company (Prudential); and,

WHEREAS, Prudential went through a demutualization process and issued shares of common stock to the purchaser of those life insurance policies (Sarpy County); and,

WHEREAS, it is not appropriate for Sarpy County to own shares of common stock and the currently owned shares must be redeemed.

NOW, THEREFORE, BE IT RESOLVED, By the Sarpy County Board of Commissioners as follows:

1. The redemption and conversion to cash for all owned Prudential common stock shares is hereby authorized.
2. All actions necessary to effect the redemption and conversion to cash for all owned Prudential common stock shares is hereby approved.
3. The Chairman of this Board and the County Clerk are hereby authorized to execute any and all documents required to effect the redemption and conversion to cash for all owned Prudential common stock shares.

The above Resolution was approved by a vote of the Sarpy County Board of Commissioners at a public meeting duly held in accordance with applicable law on the

30th day of August, 2011.

Tom Richard
Sarpy County Board Chairman

Attest:

SEAL



Debra L. Konghtaling
County Clerk

Account/Policy Number
155 - 298751

RR#
0X46



New Account Form

PO Box 5507 / Lincoln, NE 68505
800-335-9868 / Fax: (402) 465-6107 / tools4you.com

AIC12

PERSONAL INFORMATION

Check Dept: <input checked="" type="checkbox"/> Brokerage <input type="checkbox"/> Direct Business (Mutual Fund) <input type="checkbox"/> Variable Life or Annuity <input type="checkbox"/> Advisory Services <input type="checkbox"/> Other	Check One: <input type="checkbox"/> Individual Account <input type="checkbox"/> Traditional IRA* <input type="checkbox"/> Roth IRA* <input type="checkbox"/> Simple IRA* <input type="checkbox"/> SEP IRA* <input type="checkbox"/> Joint Account	<input type="checkbox"/> Tenants in Common* <input type="checkbox"/> Community Property* <input type="checkbox"/> 403(b)* <input type="checkbox"/> 401(k)* <input checked="" type="checkbox"/> Other: Corporation	<input type="checkbox"/> Trust* <input type="checkbox"/> UGMA/UTMA <input type="checkbox"/> 529 Plan	Check One: <input checked="" type="checkbox"/> New <input type="checkbox"/> Financial Update <input type="checkbox"/> Re-registration <input type="checkbox"/> Change Rep or B/D* <input type="checkbox"/> Other:*
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

*Additional Documents Required

ACCOUNT OWNERSHIP

Primary Account Owner or Custodian Name <u>County of Sarpy</u> <u>C/O Mr. Mark Wayne</u>	Joint Account Owner, Minor, or 529 Plan Beneficiary Name _____
-------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------

Mailing Address (if using a P.O. box, you must indicate your legal street address below.) <u>1210 Golden Gate Dr</u> P.O. Box/Street Address <u>Papillion, NE 68046-3088</u> City, ST, ZIP Birth Date _____ Country of Citizenship <u>US</u> Social Security/Tax ID # <u>47-6006504</u> Work # <u>(402) 593-2347</u> Home # _____ ID Type _____ ID Number _____ State _____ Exp. Date _____ E-mail Address _____ Legal Address: (if different than mailing address listed above) Street Address _____ City, ST, ZIP _____	Mailing Address (if using a P.O. box, you must indicate your legal street address below.) P.O. Box/Street Address _____ City, ST, ZIP _____ Birth Date _____ Country of Citizenship _____ Social Security/Tax ID # _____ Work # _____ Home # _____ ID Type _____ ID Number _____ State _____ Exp. Date _____ E-mail Address _____ Legal Address: (if different than mailing address listed above) Street Address _____ City, ST, ZIP _____
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

INVESTMENT OBJECTIVES

Investment Experience (number of years)	Number of Dependents	Marital Status	Spouse's Name	Number of Spouse's Dependents
-----------------------------------------	----------------------	----------------	---------------	-------------------------------

Investment Objectives If choosing more than one objective, please rank with "1" being the first objective.
 ___ Safety of Principal Income ___ Tax-Advantaged ___ Growth ___ Aggressive Growth

Risk Tolerance Conservative Moderate Speculative High Risk

Time Horizon Short (0-5 years) Intermediate (6-10 years) Long (10+ years)

1a. Are you or the joint owner or any member of your families employed by or associated with a member of a stock exchange or the Financial Industry Regulatory Authority (FINRA)? NO YES
 Explain: _____

1b. and/or a senior officer, director or 10% shareholder of a publicly traded company? NO YES
 Explain: _____

2. Will someone other than investor(s) have trading authority? Authorizing documentation required. NO YES
 Explain: _____

	Annual Income	Liquid Net Worth*	Net Worth*	* cash investments excluding primary residence
Primary/Custodian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Less than \$25,000
Tax Bracket <u>Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$25,000-50,000
Occupation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$50,000-75,000
Employment Status	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$75,000-100,000
<input type="checkbox"/> Employed <input type="checkbox"/> Homemaker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$100,000-150,000
<input type="checkbox"/> Self Employed <input type="checkbox"/> Student	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$150,000-200,000
<input type="checkbox"/> Retired <input type="checkbox"/> Unemployed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$200,000-300,000
Employer's Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$300,000-400,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$400,000-500,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$500,000-750,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$750,000-1,000,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$1,000,000-1,500,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Greater than \$1,500,000
Joint	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Less than \$25,000
Tax Bracket	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$25,000-50,000
Occupation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$50,000-75,000
Employment Status	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$75,000-100,000
<input type="checkbox"/> Employed <input type="checkbox"/> Homemaker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$100,000-150,000
<input type="checkbox"/> Self Employed <input type="checkbox"/> Student	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$150,000-200,000
<input type="checkbox"/> Retired <input type="checkbox"/> Unemployed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$200,000-300,000
Employer's Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$300,000-400,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$400,000-500,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$500,000-750,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$750,000-1,000,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$1,000,000-1,500,000
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Greater than \$1,500,000

Initial Transaction to be Completed by the Representative

Description **Transfer in shares of Prudential Financial, Inc.**

Dollar Amount \$

is RR registered in the state of customer's residence? YES NO

Source of Funds Information for This Account (mark all that apply)

- | | |
|------------------------------------------------------|-----------------------------------------------------------------------------|
| <input type="checkbox"/> Personal Check | <input type="checkbox"/> Securities liquidation from previous broker/dealer |
| <input type="checkbox"/> Check from _____ | <input type="checkbox"/> Fixed Insurance Policy |
| <input type="checkbox"/> 1035 Exchange | <input type="checkbox"/> Inheritance |
| <input type="checkbox"/> Change of Broker/Dealer | <input type="checkbox"/> Employment Retirement Accounts - Job Termination |
| <input checked="" type="checkbox"/> Transfer In-Kind | <input type="checkbox"/> Required Distribution |
| <input type="checkbox"/> Money Market | <input type="checkbox"/> Distribution Not Required |
| Funds from _____ | |
| How long? _____ | <input type="checkbox"/> Other |
| <input type="checkbox"/> Bank CD liquidation | |

III Required for Broker/Dealer Accounts (check all that apply)

Purchases

- Hold securities in the account
 Send me certificates for purchases (if available)

Sales Proceeds

- Hold proceeds in brokerage account
 Remit all proceeds to me upon trade settlement

Money Market Settlement Sweep

I have selected the _____ money market fund for automatic sweep settlement and hereby acknowledge that I have received and read the prospectus for this fund. If left blank, default is the Fidelity Prime Daily Money Fund (FDAXX) for National Financial and Federated Capitol Reserve (FCR) for Pershing.

Dividends and Interest NOTE: Selections below depend on your clearing house. Please read and mark carefully.

P = Pershing N = National Financial

- Pay all in cash and hold in my account.
 Pay all in cash and send me a check. (Weekly option available only through National Financial.)
 Weekly Monthly Semi-monthly Quarterly
N/A Pay all in cash and send via EFT to my bank account. (NFS Brokerage Account Earnings Distribution Plan Form Required)
N/A Reinvest all mutual fund dividends; stock dividends will be paid in cash and held in account.
N/A Reinvest all stock dividends; mutual fund dividends will be paid in cash and held in account.**
N/A Reinvest both mutual fund and stock dividends.**

** = NFS Equity Dividend Reinvestment Form Required for stock dividend reinvestment.

IV Certify Your Social Security or Tax ID Number

Tax Certification: Under penalties of perjury, I certify that: 1. the number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me). 2. I am not subject to backup withholdings because (a) I am exempt from backup withholding or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding. 3. I am a U.S. person (including a U.S. resident alien). Note: You must cross out (b) above if you are currently subject to backup withholding because of underreporting interest or dividends on your tax return. For Payers Exempt From Backup Withholding (if you are unsure, ask us for a complete set of IRS instructions), write the word "Exempt"

here: Exempt. If this is a joint account, the Social Security number of the account owner who is named FIRST in the account title MUST be used.

V Signatures Please review your information read the disclosures and sign below.

NOTICE: We agree that this document contains a pre-dispute arbitration clause, which appears in the disclosure booklet at paragraphs 13 and 14. By signing below, you are representing the accuracy of the above information and receiving copies of all required customer information.

x Tom Richman 8/30/11
Primary Account Owner/Custodian Signature Date

x _____ 9-2-11
Joint Account Owner Signature Date

By signing above, I acknowledge that I have received a current copy of the prospectus(es) as applicable, a copy of this form, and an AIC disclosure booklet (which contains the Pre-Dispute Arbitration Agreement, Privacy Notice, and various other disclosure documents). This signature also serves as a certification of W-9 Social Security Verification.

x Trent J. Abbott 9/1/11
Registered Representative Signature Date

x William J. [Signature] _____
OS/Principal Signature Date

By signing above, I acknowledge that I have given the above client(s) a current copy of the prospectus(es) as applicable.

Trent J. Abbott **0X46**
Registered Representative Printed Name Rep Number

ACCOUNT TRANSFER FORM INSTRUCTIONS

Complete all sections according to the instructions below. Please print or type all information. Return the completed form to your financial organization.

NOTE: You must attach your most recent brokerage account statement to process this account transfer. For an internal transfer (for instance, a transfer of assets between two introducing broker-dealers who clear through Pershing) the brokerage account statement is not required. Non-U.S. positions being transferred into your account will be held in U.S. dollars unless your financial firm instructs Pershing to hold the non-U.S. positions in their original currency.

I. RECEIVING FIRM INFORMATION (Only one per form)

- Provide your Pershing account number.
- Provide your Social Security Number (SSN) or Tax Identification Number (TIN).
- If the account is a joint account, provide the SSN or TIN for the joint owner.
- Provide the two character account type code that most accurately describes your account.

II. DELIVERING ACCOUNT INFORMATION

- Provide the clearing firm number. If there is no clearing firm number, enter the delivering firm name, contact name, and telephone number.
- Provide the original account number of the account you are delivering to Pershing.
- Provide the account title as it appears on your brokerage account statement for the account you are transferring.

III. TRANSFER TYPE (Choose only one)

Indicate the type of transfer you are requesting by checking the appropriate box. Pershing will only transfer positions in kind for retail accounts. For nonretirement accounts, the quickest way to liquidate your assets is to call your existing financial organization and place a sell order. In order to ensure that the trade is executed at the time and price you want, request to have the proceeds check mailed directly to you. When you receive the check, mail it (including your account number on the check) to: **PERSHING, ONE PERSHING PLAZA, 14TH FLOOR, JERSEY CITY, NEW JERSEY 07399, ATTENTION: MONEY DESK.**

- A Direct Registration System (DRS)/Direct Reinvestment Plan (DRIP) transfer is a transfer of a position held directly at the transfer agent.
- A direct mutual fund transfer is a transfer in kind of a direct mutual fund position from the mutual fund company.
- Bank retirement plan accounts involve transfers of retirement plans at banks with CDs, checking accounts, or savings accounts. Please indicate if you want to liquidate immediately or defer these instructions until maturity date. Please contact your financial organization to stop any automated rollover reinvestments. (Please read section V and sign when applicable.)

IV. PARTIAL TRANSFERS, DIRECT MUTUAL FUNDS, AND LIQUIDATIONS

If you selected Partial Transfer, use this section to specify the appropriate assets for a partial transfer. If you selected Direct Mutual Fund Transfer, use this section to identify the mutual fund positions to transfer.

- Liquidation instructions will only be accepted from non-National Securities Clearing Corporation (NSCC) firms.
- Select a dividend and capital gain option for direct, in kind mutual fund transfers. If a box is not checked, Pershing will process the transfer as reinvest, for dividend and capital gain options.

V. RETIREMENT PLAN RESTRICTIONS AND CERTIFICATIONS

If you are transferring a retirement account and are over the age of 70½, read this section carefully. Contact your investment professional or financial organization if you have any questions.

- The new custodian must provide the appropriate paperwork.
- For retirement accounts for which Pershing LLC acts as the custodian or servicing agent, you must pay all termination fees to your prior custodian before you can transfer assets. Any deposit made to your Pershing LLC custodian account to reimburse fees after the transfer shall be processed as a current year contribution.

NOTE: If you are transferring from a trustee, make the appropriate selection. If you have selected someone other than Pershing LLC as custodian, have your investment professional or financial organization obtain the necessary signatures to accept custodianship.

VI. PARTICIPANT SIGNATURE AND CERTIFICATION

- Sign and date the form.
- The form must be signed, dated, and signature guaranteed within 90 days of its receipt.

ACCOUNT TRANSFER FORM

I. RECEIVING FIRM INFORMATION (Only one per form)

RECEIVING FIRM CLEARING NUMBER: **0443**

ACCOUNT NUMBER: 1 5 5 - **298151**

SOCIAL SECURITY NUMBER:

or TAXPAYER IDENTIFICATION NUMBER:

47-6006504

SECONDARY SOCIAL SECURITY NUMBER:

or TAXPAYER IDENTIFICATION NUMBER:

ACCOUNT TYPE: (Enter the two character code) **C O**

Nonretirement: SN—(Single) JT—(Joint) TR—(Trust) CT—(Cotrustee) CO—(Corporate) CU—(Custodian) ES—(Estate) BC—(Bank Custody) AG—(Agency)

Retirement: IR—(Traditional IRA) RI—(Roth IRA) DR—(Direct Rollover) BI—(Beneficiary) BR—(Beneficiary Roth IRA) 4K—(401k) EI—(Education Savings Account) SI—(SIMPLE IRA) QP—(Qualified Plan) 4B—(403b) 7B—(457 Plan) HS—(Health Savings Account) 5P—(529 Plan)

Other: OT—(Other)

II. DELIVERING ACCOUNT INFORMATION

CLEARING NUMBER:	DELIVERING FIRM CONTACT INFORMATION (MANDATORY WHEN CLEARING NUMBER IS NOT PROVIDED)
ACCOUNT NUMBER: C0002100321	CONTACT NAME:
FIRM NAME: Computershare	FIRM ADDRESS: (No P.O. Box)
ACCOUNT TITLE: (As it appears on your statement) County of Sarpy	CITY: STATE: ZIP:
	TELEPHONE NUMBER:

NOTE: A complete copy of your most recent brokerage account statement is necessary to process this form. Non-U.S. positions being transferred into your account will be held in U.S. dollars unless your financial firm instructs Pershing to hold the non-U.S. positions in their original currency.

III. TRANSFER TYPE (Choose only one)

A. ACCOUNT TRANSFER

- FULL (Check one below)
 - TRANSFER ALL ASSETS IN KIND (Skip to Section VI)
 - LIQUIDATE ALL ASSETS LISTED IN SECTION IV (Liquidations are not for brokerage accounts)
 - TRANSFER ALL ASSETS IN KIND EXCEPT FOR THE ASSETS LISTED IN SECTION IV, WHICH REQUIRE LIQUIDATION
- PARTIAL (Complete Section IV)

B. DRS/DRIP

- FULL (Check one below)
 - SELL FRACTIONS AND CLOSE ACCOUNT
 - TRANSFER ALL FULL SHARES ONLY
- PARTIAL (List assets in Section IV)

NOTE: For transfer agents, electronically send positions or issue a certificate for whole shares and redeem fractional shares.

C. DIRECT MUTUAL FUND

- TRANSFER MUTUAL FUNDS FROM THE ACCOUNT HELD DIRECTLY AT THE FUND COMPANY (See list in Section IV for exact instructions)
- NOTE: Only one fund family per form.

D. BANK RETIREMENT PLAN ACCOUNTS (Select only one)

- LIQUIDATE IMMEDIATELY AND TRANSFER CASH I am aware of and acknowledge any penalty I will incur from an early withdrawal.
 - LIQUIDATE AT MATURITY AND TRANSFER CASH Specify maturity date: _____ (submit two to three weeks before maturity date).
- NOTE: Liquidations involving bank CDs, checking accounts, or savings accounts can only be processed from retirement accounts.



RPD-150 ACAT

IV. PARTIAL TRANSFERS, DIRECT MUTUAL FUNDS, AND LIQUIDATIONS (if there are more than eight assets, attach a signed list to this form)

QUANTITY	ASSET DESCRIPTION	CUSIP SYMBOL	FUND ACCOUNT NUMBER	TRANSFER INSTRUCTIONS ¹	DIVIDEND OPTIONS ²	CAPITAL GAIN OPTION ²	ESTIMATED \$ VALUE
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	
				<input type="checkbox"/> Transfer In Kind <input type="checkbox"/> Liquidate	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	<input type="checkbox"/> Cash <input type="checkbox"/> Reinvest	

¹ If you have requested a liquidation, your market price is not guaranteed. You will receive the current market price after your transfer request is received, reviewed, and determined to be in good order by the delivering firm. Pershing is not responsible for market fluctuations or delays in the review process. DRS items cannot be liquidated.

² If this is a mutual fund transfer and there is no dividend or capital gain option checked in the section above, Pershing will process this request as reinvest.

(FOR OFFICE USE ONLY: All transfers must be added to Pershing's transfer systems)

V. RETIREMENT PLAN RESTRICTIONS AND CERTIFICATIONS

- **Age 70½ restrictions:** If you are at least the age of 70½ this year and you are rolling over assets from a qualified plan or 403(b) account, you must take your required minimum distribution (RMD) from your qualified plan or 403(b) account before rolling over your assets.
- **Rollover Certification of Employee:** I understand the rules and conditions and I have met the requirements for making a rollover. Due to the important tax consequences of rolling over funds or property, I have been advised to see a tax professional. All information provided by me is true and correct and may be relied on by Pershing LLC. I assume full responsibility for this rollover transaction and will not hold Pershing LLC liable for any adverse consequences that may result. I hereby irrevocably designate this contribution in funds or other property as a rollover contribution.

TO THE PRIOR TRUSTEE:

Pershing LLC accepts appointment as successor custodian.

Please be advised that _____ does hereby accept appointment as successor custodian.
(Insert firm name)

SUCCESSOR CUSTODIAN'S SIGNATURE: _____ DATE: _____

VI. PARTICIPANT SIGNATURE AND CERTIFICATION

To the Delivering Firm Named Above: If this account is a qualified retirement account, I have amended the applicable plan so that it names as successor custodian the trustee listed above. Unless otherwise indicated in the instruction above, please transfer all assets in my account to Pershing without penalties, such assets may be transferred within the time frames required by Financial Industry Regulatory Authority (FINRA) Rule 11870, or similar rule of FINRA or other designated examining authority. Unless otherwise indicated in the instructions above, I authorize you to liquidate any nontransferable proprietary money market fund assets that are part of my account and transfer the resulting credit balance to the successor custodian. I authorize you to deduct any outstanding fees due to you from the credit balance in my account. If my account does not contain a credit balance, or if the credit balance in the account is insufficient to satisfy any outstanding fees due to you, I authorize you to liquidate the assets in my account to the extent necessary to satisfy that obligation. If certificates or other instruments in my account are in your physical possession, I instruct you to transfer them in good deliverable form, including affixing any necessary tax waivers, to enable the successor custodian to transfer them in its name for the purpose of the sale, when, and as directed to me. I understand that upon receiving a copy of this transfer information, you will cancel all open orders for my account on your books. I affirm that I have destroyed or returned to you credit/debit cards and/or unused checks issued to me in connection with my brokerage account. I understand that you will contact me with respect to the disposition of any assets in my brokerage account that are nontransferable.

CLIENT'S SIGNATURE: Tom Richard DATE: 8/30/11

JOINT CLIENT'S SIGNATURE: _____ DATE: _____

Please attach your most recent brokerage account statement to process this account transfer.

INVESTMENT PROFESSIONAL'S NAME: Trent J. Abbott

INVESTMENT PROFESSIONAL'S PHONE NUMBER: 888-476-0606

SIGNATURE GUARANTEED BY:

ACCOUNT TRANSFER FORM CONTACT AND DELIVERY INSTRUCTIONS

For Professional Use Only

CONTACT AND DELIVERY INSTRUCTIONS:

CONTACT:

Account Transfers: (888) 367-2563

SEND TO:

Pershing LLC
One Pershing Plaza
Jersey City, New Jersey 07399

TAX IDENTIFICATION NUMBER: 13-2741729

SPECIAL INSTRUCTIONS LISTED BELOW:

CHECKS:*

- Send qualified plan account checks to the attention of the Retirement Products Department.
- Send nonqualified plan account checks to the attention of the Money Desk.

CERTIFICATES:*

- Send certificates to the attention of Department S.

LIMITED PARTNERSHIPS DOCUMENTS:*

- Send limited partnership documents to the Non-ACAT Department.

DEPOSITORY TRUST AND CLEARING CORPORATION (DTCC) AND ELIGIBLE SECURITIES AND OPTIONS:*

- Instruct DTCC eligible securities and the Options Clearing Corporation eligible options to clearing broker number 0443.

FEDERAL ENTRY SECURITIES:*

- Instruct federal entry securities, for instance, Treasury notes, to BK OF NYC/PERSHING, ABA number 021000018.

FEDERAL FUND WIRES (Cash):*

To transfer federal funds to Pershing, your clients must provide the following wire instructions to the financial organization that will be transmitting the funds on their behalf:

- **BANK:** The Bank of New York
- **ABA NUMBER:** 021000018
- **BENEFICIARY:** Pershing LLC
- **BENEFICIARY ACCOUNT NUMBER:** 890-051238-5
- **ULTIMATE BENEFICIARY:** <Client's Brokerage Account Name>
- **ULTIMATE BENEFICIARY ACCOUNT NUMBER:** <Client's Brokerage Account Number (for instance, 123-456789-1)>

NOTE: If any of the above information is missing, there may be a delay in crediting the account or the funds may be returned to the sender. With regard to incoming federal fund wires for retirement accounts for which Pershing LLC is the custodian or servicing agent, please notify Pershing via Service Center in NetExchange Pro® (**Retirement Processing** category, **Contributions** request), on any contribution-related deposits to ensure that the funds are coded properly for tax reporting.

FOREIGN SECURITIES:*

- Send all foreign securities to the Non-ACAT Department to setup instructions to receive the securities using Euroclear number 92146.

REJECT LETTERS:

- Send all reject letters to the Non-ACAT Department.

* Include the Pershing account number on all documentation.

Sarpy County Board of Commissioners

1210 GOLDEN GATE DRIVE
PAPILLION, NE
593-4155
www.sarpy.com

ADMINISTRATOR Mark Wayne
DEPUTY ADMINISTRATOR Scott Bovick
FISCAL ADMIN./PURCHASING AGT. Brian Hanson



COMMISSIONERS

Rusty Hike District 1
Jim Thompson District 2
Tom Richards District 3
Jim Nekuda District 4
Jim Warren District 5

MEMO

To: Sarpy County Board

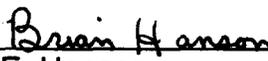
From: Brian Hanson

Re: Redemption of Prudential Common Stock

A number of years ago, as an employee benefit, Sarpy County provided employees with life insurance through Prudential Life Insurance Company (Prudential). During this period, Prudential went through a process called "demutualization". As part of this process, they were required to issue the purchaser of the life insurance policies (Sarpy County in this case) shares of common stock. Deputy County Attorney Mike Smith has reviewed this issue and has determined that the Prudential stock should be redeemed and converted to cash and that Sarpy County is entitled to the proceeds of the stock. The value of the stock varies, but the estimated value is in the \$77,000 range. The attached Resolution authorizes the redemption of the Prudential stock and it's conversion to cash. When the proceeds are received, they will be placed in the County General fund.

Please let me know if you have any questions.

August 26, 2011



Brian E. Hanson

BEH/dp

cc: Mark Wayne
Scott Bovick
Deb Houghtaling
Mike Smith



Office of the County Attorney

Hall of Justice · 1210 Golden Gate Drive · Suite 3147
Papillion, NE 68046-2889
(402) 593-2230 · FAX: (402) 593-4359

L. Kenneth Polikov
Sarpy County Attorney

August 12, 2011

Brian Hanson
Fiscal Administrator

Fred Uhe
Deputy County Clerk

RE: Prudential Stock

In September, 2010 we learned that Sarpy County was holding 1,677 shares of Prudential Financial Common Stock. We obtained the stock in December of 2001 when Prudential demutualized.

A mutual insurance company is one where the company is owned by the policy holders in proportion to the value of the policies they hold. When a company demutualizes, it turns that ownership interest into stock, which can then be bought and sold in the usual markets. Sarpy County, as a benefit to its employees, purchased policies that provided accidental death and other coverage to all employees by virtue of their employment. There was no employee application, and the premiums were entirely paid by Sarpy County as an ongoing expense.

Based upon a required disclosure provided to us by Prudential, I was asked to determine whether Sarpy County could sell the stock and what our options were regarding the proceeds of that sale. There are several provisions of state law that prohibit the County from investing public funds in stock. See Neb. Rev. Stat. Sec. 77-2312 to 2326.01 and 77-2365.01 to 2366. While this was not an investment made by the County, it is my opinion that the stock now represents public funds that should be deposited in accordance with the statutes named.

Prudential provided us a type of disclaimer regarding the ability of an entity who received stock under the demutualization to retain the stock, or, in our case, the proceeds of the sale of the stock. Sections 403(a) and 404(a)(1) of ERISA require the distribution to the covered individuals of the stock under some circumstances. However, based upon Advisory Opinion 2001-02A of the Employee Benefits Security Administration of the U.S. Department of Labor, which has been cited numerous times in subsequent Advisory Opinions, that question is answered by a determination of whether the proceeds are "plan assets." That determination is based on ordinary notions of property rights. In this instance, the benefit is essentially a term benefit to which the employee can only access during employment, with no accumulation of value or premium charged. It is difficult to construct a theory using ordinary notions of property rights by which any particular employee obtains any interest in the demutualization proceeds.

The Advisory Opinions further note that an asset may become a plan asset if the benefit is administered through an employee pension plan, where a plan or trust is the policyholder, or where the policy is paid out of trust assets. None of those circumstances apply here.

It is my opinion that the County must divest itself of the Prudential stock, and may apply the proceeds to the County's cash funds as otherwise is allowed by state law. That action does not violate any applicable state or federal laws.

Sincerely,

Michael A. Smith
Deputy County Attorney