



**IF YOUR ACCOUNT WAS TRANSFERRED FROM THE ALLIANCE ESOP TO THE TRACHTE ESOP AS PART OF THE 2007 TRANSACTION, YOU ARE A MEMBER OF THE SUBCLASS AND SHOULD ALSO COMPLETE PART II BELOW. THIS FORM SHOULD BE RETURNED BEFORE JULY 28, 2017.**

**PART II: ELECTION FORM  
(FOR ALL SUBCLASS MEMBERS ONLY)**

Members of the Subclass are entitled to make elections regarding the distributions of their Alliance ESOP accounts that affect the timing and value of their accounts.

See below for the value of your account in the Alliance ESOP as valued for the purposes of the 2007 Transaction. This amount will be used to calculate your Recognized Claim as a member of the Subclass. Please refer to the Plan of Allocation, found at [www.TrachteESOPSettlement.com](http://www.TrachteESOPSettlement.com), for calculation questions.

**The value of your individual Alliance ESOP account for the purposes of the 2007 Transaction: \$<<EstSet>>**

**1. Cash Distribution Election.**

Step 1: Determine Your Eligibility.

All Subclass members who receive cash are eligible to elect to take an immediate distribution of the cash allocated to their account. If you do not elect to take a distribution of the cash, it will remain as cash in your account and you may elect an immediate distribution at any time.

Step 2: Make Your Election.

State the percentage of the cash that you would like to have distributed to you (up to 100%):    %

Step 3: Complete the Alliance ESOP Distribution Form which is included as Part III of the Questionnaire and found on page 4.

**2. Immediate Stock Distribution Elections.**

Certain members of the Subclass are eligible to receive an immediate distribution (subject to the available liquidity provided by the Alliance Entities as set forth in the Settlement and the availability of cash to be allocated according to the Plan of Allocation) of the stock in their restored Alliance ESOP accounts. To be eligible, you must fall within one of the following groups:

**Group #1. Eligible to Elect 100% Distribution of Your Account**

You must be a Full Immediate Payment as defined in the Plan of Allocation, to be eligible to elect 100% distribution of your account. Use the criteria in Step 1 below to determine your eligibility.

Step 1: Determine Your Eligibility.

You are entitled to an immediate liquidation and distribution of up to 100% of the stock in your Alliance ESOP account if any of the following apply (fill in the circle for any that apply):

- I am at least 65 years old.
- I am disabled.
- I am a beneficiary of a member of the Subclass who has died.

Step 2: Submit Proof of Eligibility.

Attach proof of the category that applies to you with this Questionnaire and Election Form (e.g., certificate of death, determination of disability).

Step 3: Make Your Election.

State the percentage of stock in your restored Alliance ESOP account that you would like to have immediately liquidated and paid (up to 100% of your account):    %

Step 4: Complete the Alliance ESOP Distribution Form which is included as Part III of the Questionnaire and found on page 4.



**Group #2. Eligible to Elect Distribution of Stock Up to 50% of Your Account**

You must be a Partial Immediate Payee, as defined in the Plan of Allocation, to be eligible to elect 50% distribution of your account. Use the criteria in Step 1 below to determine your eligibility.

**Step 1: Determine Your Eligibility.**

You are entitled to an immediate liquidation and distribution of up to 100% of the stock in your Alliance ESOP account (not to exceed 50% of the value of your account) if both of the following apply:

- I am at least 60 years old.
- AND** I became a participant in the Alliance ESOP (or the prior Trachte ESOP) before July 1, 2002.

If you filled the circles above, the Alliance ESOP will confirm that you are eligible for this immediate liquidation.

**Step 2: Make Your Election.**

If you filled the above circles, state the percentage of the stock in your Alliance ESOP account that you would like to have immediately liquidated and paid:  %

You may request up to 100% of the stock in your account. It will be immediately liquidated and paid so long as the stock does not exceed 50% of your restored Alliance ESOP account balance.

**Step 3: Complete the Alliance ESOP Distribution Form which is included as Part III of the Questionnaire and found on page 4.**

**Additionally, if you are at least 60 years old, you are eligible to receive a lump sum payment of the amount of your account that is attributable to the period before Trachte merged with Alliance Holdings (if any). If you would like to receive a lump sum of this amount, please contact the Alliance ESOP Plan Administrator at 215-706-0873.**

**Group #3. Eligible to Elect Distribution of Stock Up to 25% of Your Account**

**Step 1: Determine Your Eligibility.**

You are entitled to an immediate liquidation of up to 100% of the stock in your Alliance ESOP account (not to exceed 25% of the value of your account) if the following applies:

- I am at least 55 years old.

If you filled the circles above, the Alliance ESOP will confirm that you are eligible for this immediate liquidation.

**Step 2: Make Your Election.**

If you filled the above circles, state the percentage of the stock in your Alliance ESOP account that you would like to have immediately liquidated and paid:  %

You may request up to 100% of the stock in your account. It will be immediately liquidated and paid so long as the stock does not exceed 25% of your restored Alliance ESOP account balance.

**Step 3: Complete the Alliance ESOP Distribution Form which is included as Part III of the Questionnaire and found on page 4.**

**3. Installment Distribution Election of the Stock in Your Alliance ESOP Account.**

**Step 1: Determine Your Eligibility.**

Any member of the Subclass who is not eligible for an immediate distribution, or who does not elect to take an immediate distribution of the stock of his/her account, may elect to receive installment payments of the stock which will be liquidated over five substantially equal annual installments with the first payment beginning no later than 60 days after the date we receive your fully completed election form.

**Step 2: Make Your Election.**

State the percentage of the stock that you would like to have distributed to you (up to 100%):  % (which will be paid over 5 years)

**Step 3: Complete the Alliance ESOP Distribution Form which is included as Part III of the Questionnaire and found on page 4.**

Please mail Part I (the Questionnaire), Part II (the Election Form) and Part III (the Alliance ESOP Distribution Form) to: *Trachte ESOP Settlement, c/o Gilardi & Co. LLC, P.O. Box 990, Corte Madera, CA 94976-0990, Tel: (877) 289-7114, or email to: classact@gilardi.com.*



