

It's never too early to think about retirement.



CONGRATULATIONS! You are eligible to participate in The Hy-Vee and Affiliates 401(k) Plan (the Plan) and you can **ENROLL NOW** online. **Turn the page for details. →→**

Hy-Vee wants to help you save for retirement, so when you contribute to the Plan, Hy-Vee does too. **For every \$1.00 you save in the Plan, Hy-Vee will contribute \$.50** (up to 6% of your pay). When you do not contribute at least 6% to the Plan, you are not receiving the entire employer matching contribution available from Hy-Vee.

Something to consider...

10%

You may need to save at least 10% of your pay plus employer contributions over your entire working career to have enough income in retirement.¹

- This assumes you may need about 85% of your pre-retirement income to maintain your current lifestyle after you retire.²
- Each individual's situation is unique, though, so your savings and post-retirement needs may differ.

If you can't contribute 10% right away, push yourself to take incremental steps.

The commitment you make today can help support your financial fitness now and in retirement. See the potential impact a retirement plan contribution may have on take-home pay and retirement savings.³

CONTRIBUTION	REDUCTION TO YOUR BI-WEEKLY TAKE-HOME PAY ³	ESTIMATED SAVINGS AT RETIREMENT ⁴
3%	\$30.29	\$199,953
6%	\$60.58	\$399,907
10%	\$100.96	\$577,643

The estimated savings at retirement includes your contribution and the annual Hy-Vee matching contribution. Together they build savings now that will become your income in retirement.

SO HERE'S THE QUESTION: Can you begin reducing your take-home pay by about \$30.00 a week now with the potential of almost \$400,000 saved at retirement?^{3,4}



¹Based on analysis conducted by the Principal Financial Group®, August 2013. The estimate assumes a 40-year span of accumulating savings and the following facts: retirement at age 65; a combined individual and plan sponsor contribution of 12%; Social Security providing 40% replacement of income; 7% annual market returns; 2.5% annual inflation; and 2.5% annual wage growth over 40 years in the workforce. This estimate is based on a goal of replacing about 85% of salary. The assumed rate of return for the analysis is hypothetical and does not guarantee any future returns nor represent the return of any particular investment. Contributions do not take into account the impact of taxes on pre-tax distributions. Individual results will vary. Participants should regularly review their savings progress and post-retirement needs.

²Assuming pre-retirement annual gross income of \$40,000. AON Consulting's 2008 Replacement Ratio Study™ <http://www.aon.com/about-aon/intellectual-capital/attachments/human-capital-consulting/RRStudy070308.pdf>

³Reduction in pay assumes a 25% tax bracket, which includes local, state, and federal taxes; amounts shown reflect what a person might receive if not deferred. Reduced take-home pay is accurate for the initial year and would change based on participant's annual pay. Individual taxpayer circumstances may vary.

⁴The savings at retirement assumes \$35,000 in annual income, HyVee match of 50% up to 6% of pay contributed, a 2.5% annual wage growth and a 7% annual rate of return over 30 years. The assumed rates of return in this chart are hypothetical and does not guarantee any future returns nor represent the returns of any particular investment. Amounts shown do not reflect the impact of taxes on pre-tax distributions. This is for illustrative purposes only.

Principal.com

FIRST TIME USERS

- Under **Account Login**, select login type **Personal** and click **Go**
- Click the **Establish your username and password**
- Enter your **Social Security number** and **Account/Contract number: 413056**
- Verify your identity by providing select personal information
- Follow the prompts to complete the registration process

If you would like to view step-by-step login instructions, click **Help** on the principal.com homepage

ONGOING ACCOUNT ACCESS

- Under **Account Login**, select login type **Personal** and click **Go**
- Enter your Username (Click **Forgot your username** if you need a Username)
- Verify the image and phrase shown are the ones you selected
- Enter your Password (Click **Forgot your password** if you need a Password)

If you have any questions about setting up your username and password online, call 1-800-547-7754.

1-800-547-7754

FIRST TIME USERS

- Enter your **Social Security number** when prompted
- Listen to the menu and select an option
- When prompted, establish your **personal identification number (PIN)** using the **Account/Contract number: 413056**

ONGOING ACCOUNT ACCESS

- Enter your Social Security number when prompted
- Listen to the menu and select an option
- If prompted, enter your PIN (Note: some options do not require you to enter your PIN)

Principal.com 1-800-547-7754

Accounts Overview	x	
Accounts History	x	
Daily account values	x	x
Contribution percentage	x	x
Status of a pending or completed distribution	x	x
Investment performance	x	x
Change where future contributions are invested	x	x
Transfer retirement funds between available investment options	x	x
Other retirement savings options	x	x
Plan Info & Forms	x	
Statements	x	
Loan information	x	x
Reinvest retirement account balance from a previous plan	x	x
Retirement Planning	x	
Managing Money	x	
Life Event Planning	x	
Information on changing jobs or retiring	x	x
Online Seminars	x	
Planning calculators	x	

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SIMPLIFY YOUR LIFE

Do you have more than one retirement savings account? Or have you recently changed jobs and aren't sure of your options? Cut through the confusion of multiple accounts and piles of paperwork. Ask a retirement specialist from The Principal at 1-800-547-7754 how you can save time and possibly money by consolidating qualified retirement funds into one account.

COMPREHENSIVE ACCOUNT STATEMENTS

You'll receive quarterly statements of the retirement account, providing you with a clear snapshot of the savings balance, account activity and investment option performance. They make it easy for you to monitor the account contributions and help you make sure you are on track to meet your future retirement savings goals. Past retirement plan statements are available online at principal.com for 18 months.

INSPIRATION AND TOOLS

The Principal, is dedicated to keeping you up-to-date on the information you need to help plan a more secure financial future. The Principal can help you stay on top of the latest retirement planning news and keep you up-to-date on a broad range of personal financial topics. Visit principal.com/planningcenter to get started.



A Message from the Chief Executive Officer

Welcome to the Hy-Vee family. We want to tell you about one of Hy-Vee's great employee benefits, The Hy-Vee and Affiliates 401(k) Plan.

Hy-Vee established a 401(k) plan to help employees prepare for retirement and to share with them the profits they helped make possible.

The Hy-Vee and Affiliates 401(k) Plan is a modern savings vehicle that allows each individual to determine his/her own retirement. Hy-Vee may match a percentage of your personal contributions up to a percentage of your annual pay. Your personal pre-tax contribution, Hy-Vee's match, and the earnings you receive from the 401(k) plan investment options will all be tax deferred until withdrawn from the 401(k) plan, thus allowing for a potential larger retirement growth. With the 401(k) plan match, you decide how the account is invested. You can direct your contributions to the numerous investment options available to you under the plan.

By being a participant in the plan, you become an "owner" of Hy-Vee. Each time the company matches your contribution, some of the match will be invested for you in Hy-Vee stock. This way, you continue to share in the growth and profitability of the company you own.

We encourage you to read the details of the plan that are laid out in this kit and to take advantage of this wonderful Hy-Vee benefit. We are proud to have you as a member of the Hy-Vee family.

Sincerely,

Randy Edeker
Chairman of the Board, Chief Executive Officer,
President & Chief Operation Officer

Randy Edeker

Chairman of the Board,
Chief Executive Officer,
President & Chief Operation Officer



Congratulations!

If you are a new or rehired full-time or regular-time employee, part-time employee age 25 or older, or an employee promoted to full-time or regular-time, you will be automatically enrolled to contribute 3% of your eligible pay. You will be automatically enrolled 45 days after your hire or rehire date with Hy-Vee or a Hy-Vee Affiliate unless you make an alternate election online at principal.com or call The Principal at 1-800-547-7754. Please review the Plan's Qualified Default Investment Alternative (QDIA) notice located in this workbook for complete details.

If you are not part of one of the groups listed above, **you will NOT be automatically enrolled** in The Hy-Vee and Affiliates 401(k) Plan. Follow the steps in this workbook to enroll and start saving for your future!

STEP 1. Decide how much you need to save

STEP 2. Start saving for your retirement

STEP 3. Choose the investment options

STEP 3: Includes important information on the Plan's Qualified Default Investment Alternative.

See the QDIA notice located in this workbook.

STEP 1:



START TODAY!

It's more important than ever to save for retirement. Social Security benefits aren't likely to provide you with sufficient income when you stop working. That's where The Hy-Vee and Affiliates 401(k) Plan comes in. It can help you save some of the extra funds you'll need. It can also provide additional benefits that you don't get from some other accounts, such as reducing your current taxable income.

IMPORTANT Enrollment Information

IN STEP 2 of this workbook, you will find enrollment instructions.

Enroll or get more information:

 principal.com  1-800-547-7754

A simplified approach to the enrollment process for you!



While this communication may outline one or more of your employer's retirement plan features, it is not the legal plan document which governs this plan. If there are any discrepancies between this communication and the legal plan document, the legal plan document will govern. Contact Hy-Vee if you would like more details regarding applicable retirement plan provisions.

STEP 1 CONTINUED:

AUTOMATIC ENROLLMENT

If you are a new or rehired full-time or regular-time employee, part-time employee age 25 or older, or an employee promoted to full-time or regular-time, you will be automatically enrolled to contribute 3% of your pay. You will be automatically enrolled 45 days after your hire or rehire date with Hy-Vee or a Hy-Vee Affiliate unless you make an alternate election. Please review the plan's Qualified Default Investment Alternative (QDIA) notice located in this workbook.

Hy-Vee or a Hy-Vee Affiliate will deduct 3% of your pay (including any bonus) pre-tax each pay period and increase your salary deferral percentage by 1% each year for the next seven years until you reach 10%. You are encouraged to explore the investment options within the Plan. Your contributions will default into the Plan's QDIA unless you make another investment election.

If you do not wish to be automatically enrolled, visit principal.com or call 1-800-547-7754. You must do so during the first 45 days of employment, otherwise you will be automatically enrolled. Salary deferral changes can generally be made at any time.

ELIGIBILITY

To be eligible to make salary deferral contributions into The Hy-Vee and Affiliates 401(k) Plan, you must be at least 19 years old and an active employee. When you participate in the Plan, you may also be eligible for employer matching contributions.

To be eligible for an employer matching contributions, employees must meet the following criteria:

- Be at least 19 years old
- Be employed on the last day of the fiscal year

Whether or not you qualify for an employer matching contribution, you may still participate in the Plan on a voluntary basis. Contributions must be made through payroll deduction.

SEE HOW EASY IT CAN BE

To enroll in The Hy-Vee and Affiliates 401(k) Plan, simply follow the directions in this workbook. You will be provided with information related to enrollment decisions you need to make, starting with the percentage of your pay you want to contribute. Once you've enrolled, the contributions will be automatically deducted from your pay. **Hy-Vee suggests you consider contributing at least 6% of your pay to take full advantage of the company match.**

COMPOUND EARNINGS

Over time, contributions inside the retirement savings plan may grow because earnings are reinvested. Earnings can be generated on both your original contributions and the reinvested earnings. Generally, the longer retirement savings remain in the Plan, the greater the compounding effect. **LOOK AT THIS EXAMPLE→→**

BENEFIT OF TAX-DEFERRED SAVINGS

A retirement savings plan both helps to potentially build savings for your future and reduce your taxable income. This is because pre-tax contributions to a retirement plan are generally not subject to federal income tax until they are withdrawn.

You also defer taxation on any earnings from the pre-tax contributions held inside the Plan until they are taken out. This can help retirement savings grow faster. Plus, making pre-tax contributions to the plan can reduce your current taxable income for the year.

Withdrawals prior to age 59½ may be subject to income tax including a 10% tax penalty and redemption costs.

HOW IT WORKS

	6% CONTRIBUTION	NO CONTRIBUTION
Biweekly Pay	\$1,346.15	\$1,346.15
Contribution	\$80.77	\$0
Taxable Income	\$1,265.38	\$1,346.15
Taxes (assuming 25% tax bracket)	\$316.35	\$336.54
Take-home Pay	\$949.03	\$1,009.61

TAX SAVINGS

\$20.19

This chart assumes tax withholding of 25%. Individual taxpayer circumstances may vary. This is for illustrative purposes only.

The \$80.77 contribution only reduced the pay by **\$60.58** (\$1,009.61 - \$949.03 = \$60.58).

WHY TIME IS MONEY

It's important to start saving for retirement now.

Consider the case of Diane and David, each age 35, who both earn a starting salary of \$35,000 and hope to retire at age 65.



DIANE

Diane gets off to an early start and begins to contribute 6% of her pay per year right away.

Diane's contributions = \$ 92,196
Employer contributions = \$ 46,098
Total contributions = \$138,294

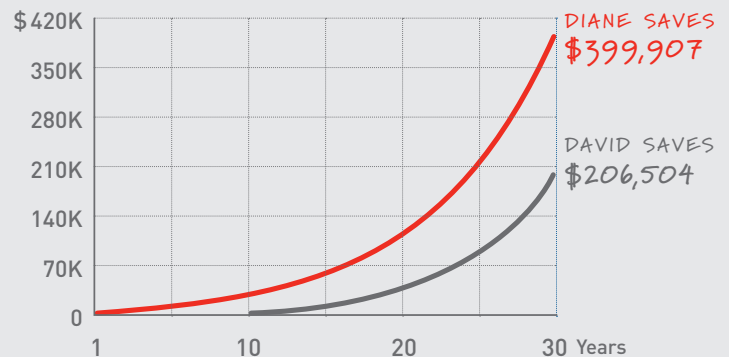


DAVID

David drags his heels and doesn't start saving 6% of his pay until he has been employed for 10 years.

David's contributions = \$ 68,669
Employer contributions = \$ 34,334
Total contributions = \$103,003

POTENTIAL SAVINGS IN 30 YEARS



By starting 10 years earlier, Diane's retirement savings can end up being almost double those of David.

This chart assumes a 2.5% annual salary increase each year, a 50% employer match on up to a 6% salary contribution (providing an additional 3%) and a 7% annual rate of return on investment compounded biweekly. This example is for illustrative purposes only. The assumed rate of return is hypothetical and does not guarantee any future returns nor represent the return of any particular investment option. Amounts shown do not reflect the impact of taxes on pre-tax distributions. Individual taxpayer circumstances may vary.

TAKE ADVANTAGE OF THE HY-VEE MATCH

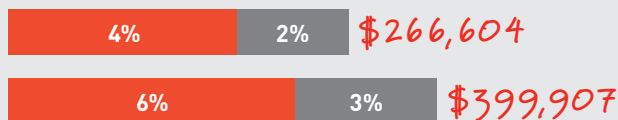
Many employers match employee retirement savings plan contributions up to a certain percentage. This can make a big difference to how fast retirement savings can grow. Plus, it's a great reason to enroll in The Hy-Vee and Affiliates 401(k) Plan.



JOSH

The impact it can have is evident in the case of Josh. Hy-Vee kicks in an additional \$.50 for every dollar contribution to the plan (up to 6% of his pay). The following graph shows the potential difference between contributing 4% or 6%.

POTENTIAL SAVINGS IN 30 YEARS



■ Josh's Contribution ■ Hy-Vee's Contribution

The graph assumes Josh earns a \$35,000 salary with a 2.5% annual salary increase, an annual 7% rate of return, and a 50% employer match up to a 6% contribution. This example is for illustrative purposes only. The assumed rate of return in this chart is hypothetical and does not guarantee any future returns nor represent the return of any particular investment option. Amounts shown do not reflect the impact of taxes on pre-tax distributions.

Over 30 years, by contributing an extra 2% each pay period in order to receive the full Hy-Vee match, Josh could potentially end up with an additional \$133,303 in retirement savings.

LESSON LEARNED:
RECEIVE THE FULL MATCH

AGE 50 OR ABOVE? BOOST YOUR RETIREMENT CONTRIBUTIONS

If you're age 50 or over by the end of the calendar year, you can make catch-up contributions over specified limits within the IRS Code and the retirement plan, up to a certain dollar amount. See the Plan Summary for current IRS limits.

ROTH ELECTIVE CONTRIBUTIONS

If you already have significant pre-tax retirement savings and expect your retirement income to be higher than your current income, you may benefit by making Roth Elective Contributions.

Unlike regular pre-tax retirement plan salary deferral contributions, Roth Elective Contributions are made on an after-tax basis so they may be withdrawn tax-free. Earnings on a Roth Elective Contributions account may also be withdrawn tax-free after meeting the qualified distribution requirements.*

For more information, contact a retirement specialist at 1-800-547-7754.

* Withdrawals are tax-free after a participant reaches 59½, disability or death and must be taken at least five years after the first Roth Elective Contribution is made.

Where should I start?

Unless you make another election, you will be automatically enrolled to defer 3% of your pay. When deciding the percentage of your pay you want to save, you may wish to consider the following options:

Review the Plan's Qualified Default Investment Alternative notice (located in this workbook).

CURRENT ANNUAL SALARY	SALARY CONTRIBUTION				
	4%	6%	8%	10%	12%
\$20,000	\$23	\$35	\$46	\$58	\$69
\$30,000	\$35	\$52	\$69	\$87	\$104
\$40,000	\$46	\$69	\$92	\$115	\$138
\$60,000	\$69	\$104	\$138	\$173	\$208
\$80,000	\$92	\$138	\$185	\$231	\$277
\$100,000	\$115	\$173	\$231	\$288	\$346

Participant is paid biweekly (26 times a year). This chart assumes tax withholding of 25%. Individual taxpayer circumstances may vary. Reduced take-home pay per week is accurate for the initial year and would change based on participant's annual pay. This is for illustrative purposes only.

1. The estimated impact on your take-home pay

A common misconception many people have is that they don't earn enough to start saving for their retirement. But the important thing to consider is to start saving at least a small percentage of your pay as soon as possible. If you can't afford to contribute as much as you'd like right away, don't worry. You can opt to increase the rate at which you save in the future. The table on the right shows some examples of how various contributions may impact a biweekly pay.

Enter the estimated percentage you can afford to save: _____ %

2. An amount to help generate the income you'll need in retirement

Many people need about 85% of their pre-retirement income to maintain their current lifestyle after they stop working. To calculate the percentage of your current income to help you meet this goal, turn to the Retirement Savings Worksheet on the next page. Then, for quick reference, record this percentage here:

Enter the percentage you calculated: _____ %

REMINDER: Your deferral will be automatically increased 1% each year on October 1 until you reach a 10% deferral rate unless you take action and make another election.

Do you want to automatically increase your deferral rate at a rate other than 1% annually?

Select the **Principal Step Ahead Retirement OptionSM (Principal Step Ahead)** when enrolling — it allows you to pick a percentage by which you want your pre-tax

contributions to be increased and the total number of years you want it to be stepped ahead (subject to plan limits).

If at any time you wish to change the percentage you pick, or opt out of Principal Step Ahead, you are free to do so.

RETIREMENT SAVINGS WORKSHEET

Here's a quick way to figure out the percentage of your pay you may need to save in order to generate 85% of your pre-retirement income at retirement. Grab a calculator to help with the math.

Your Calculations

1.	Current annual gross Income.	
2.	Annual Income before retirement. Multiply Step 1 times the Salary Increase Factor from Table A that most closely matches the number of years until you retire	
3.	Income needed during retirement. Depending on your retirement goals, you may need 85-100 percent of your current income. Multiply STEP 2 by that percentage (for example, .85) to estimate annual retirement income.	
4.	a. Percentage of Income replaced by Social Security at age 65. Enter the percentage from table B that most closely corresponds to your current income from step 1	
	b. Social Security Income. Multiply Step 2 by Step 4a	
	c. Defined Benefit Estimate. If you participant in a Defined Benefit (DB) Plan, enter your estimated future annual DB benefit, otherwise enter 0.	
	d. Other Sources of Retirement Income. Add Step 4b and Step 4c	
5.	Future Retirement Income. Step 3 minus Step 4d	
6.	Retirement Goal.* Multiply Step 5 by 22.50.	

TABLE A

INFLATION FACTOR

Years to Retirement	Salary Increase Factor
5	1.19
10	1.41
15	1.68
20	1.99
25	2.36
30	2.81
35	3.33
40	3.96

This table assumes your salary increases 3.5 percent annually

TABLE B

SOCIAL SECURITY BENEFITS

Current Annual Gross Income	Portion of Income Replaced by Social Security at age 65
\$25,000	0.52
\$30,000	0.48
\$40,000	0.45
\$50,000	0.43
\$60,000	0.39
\$80,000	0.33
\$100,000	0.29

This table assumes your salary and the Social Security National Average Wage Increases 3.5 percent annually as well as a 2.5 percent increase in the Social Security CPI. Salary is assumed to be earned during 2014. Benefits are reduced for commencement at age 65.

TABLE C

ACCUMULATION FACTOR

Years to Retirement	Growth Factor	Accumulation Factor
5	1.403	0.157
10	1.967	0.061
15	2.759	0.031
20	3.870	0.018
25	5.427	0.011
30	7.612	0.007
35	10.677	0.005
40	14.974	0.003

Growth Factor: assumes a 7 percent annual rate of return on current investments before retirement; Accumulation Factor: assumes the amount you invest each year before retirement occurs mid-year at a 7 percent annual rate of return. Assumes annual salary increase of 3.5 percent before retirement.

STEP 2:



Start saving for your retirement

In Step 1, you determined the percentage of your pay you wish to start saving. Now you're ready to enroll.

HELP SECURE YOUR FUTURE

To enroll in The Hy-Vee and Affiliates 401(k) Plan, follow the instructions on the next page.

Our goal is to help make planning for your retirement an easier process.

REMINDER: If you choose not to make a different deferral election, you will be automatically enrolled at 3% and automatically increased by 1% each year for seven years (up to 10%).

If you do not wish to be automatically enrolled, visit principal.com or call 1-800-547-7754. You must do so during the first 45 days of employment, otherwise you will be automatically enrolled.

For more information:

 principal.com  1-800-547-7754



HY-VEE PLAN CONTACTS:

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STEP 2 CONTINUED:

Getting Started

To enroll in The Hy-Vee and Affiliates 401(k) Plan, follow the instructions listed.

ONLINE INSTRUCTIONS

___ Go to principal.com

___ Establish Your Username and Password

- Follow the instructions on the inside cover of this book

___ Choose Your Contribution Amount

- Click the **Enroll Now** link.
- Follow the prompts to choose your contribution percentage, and click **Save and Continue**.

___ Elect Investment Options

- Review the investment information found in Step 3 of this book
- Follow the prompts to choose your investment direction, and click **Save and Continue**.
- Review the selections you made.
- If everything is correct, click the confirmation box, then click **Submit**.

___ Designate Your Beneficiary

- Select the **Designate Your Beneficiary** link on the **Confirmation Page**.
- Follow the prompts to elect your beneficiary, then click **Submit**.

GIVE THE PRINCIPAL A CALL...

You can also enroll over the phone. Simply call **1-800-547-7754** Monday through Friday from 7 a.m. to 9 p.m. CT to reach the automated phone system or talk to a retirement specialist from The Principal.

STEP 3:



Choose the investment options

It's easier than you think! In this section, you will be provided with the information you need to help elect investment options that are available through The Hy-Vee and Affiliates 401(k) Plan.

Before electing specific investment options, it's important to understand how The Hy-Vee and Affiliates 401(k) Plan works. A portion of the company match that Hy-Vee contributes on behalf of participants is automatically invested in Hy-Vee stock, which allows all eligible participants to share in the ownership of the company. The remainder of the company contribution will be contributed in the investment options chosen by the participant for employer matching contributions.

Employee Contributions



Your elected investment options

Hy-Vee Match



The Hy-Vee Stock Fund Account

Your elected investment options

For more information:

 [principal.com](https://www.principal.com)  1-800-547-7754



STEP 3 CONTINUED:

What's your investment style?

Consider how actively involved you want to be when it comes to managing the asset allocation of the retirement savings account.

If you're a DO-IT-MYSELF investor and prefer to elect and monitor your own investment option elections, The Hy-Vee and Affiliates 401(k) Plan enables you to do this. It provides you with a wide range of investment options from which to choose.

Or, if you're a DO-IT-FOR-ME investor, you can opt for one of the Plan's investment option choices that will provide asset allocation assistance.

Uncertain about which investment options to choose?

Which of the following sounds most like you?

DO-IT-FOR-ME

- You may want a faster way to start saving now
- You're not comfortable with investment concepts
- You want asset allocation assistance

If the DO-IT-FOR-ME profile sounds most like you, select one of the **Principal Global Investors Principal LifeTime Collective Investment Trusts** when enrolling.

DO-IT-MYSELF

- You prefer to build your own portfolio
- You like to take control of your investment decisions
- You have a good understanding of investment topics
- You enjoy monitoring your own investment options

If the DO-IT-MYSELF profile sounds most like you, go online to principal.com/investorquiz to get a more detailed review of your investment style. The quiz will help you choose a strategy suited to your personal situation. You then have the freedom to select from a wide range of investment options available in the Plan.

If you don't elect an investment option, then contributions will default to the plan's Qualified Default Investment Alternative (QDIA) selected by Hy-Vee.

Please see the QDIA notice located in this workbook.

The Investment Options Summary in this workbook has details about all of your investment options.

See the *Investment Option Summary and Qualified Default Investment Alternative Notice* for detailed information on the investment option Hy-Vee has elected for the plan's default investment option.

Please keep in mind that this information is a guideline and for educational purposes only. It isn't intended to tell you how to invest.

STEP 3 CONTINUED:

DO-IT-MYSELF Investment Choices

CHOOSE YOUR OWN ASSET ALLOCATION

The Hy-Vee and Affiliates 401(k) Plan enables you to control your own investment option elections. The Investment Option Summary found in this workbook gives a complete listing of the assets classes and investment options available within the Hy-Vee and Affiliates 401(k) Plan. This section can provide some helpful background to get you started.

First, it's important to have a solid understanding of the key principles of investing. Among the most important concepts are risk, asset allocation and diversification. Here is a review of these principles with several asset allocation models to consider.

RISK

The first basic concept of investment decisions is risk. You should consider the following types of risk:

Investment risk, also called volatility, is the chance you take on how much an investment option will go up or down in value, especially over shorter periods of time. Every investment option involves some risk. While past performance is no guarantee of future results, greater returns have historically come from higher-risk investment options. On the other hand, lower-risk options generally produce lower rates of return.

Inflation risk is the risk that retirement savings may not keep up with the rate of inflation. This means over time, the same amount of retirement funds will purchase less in the future.

ASSET ALLOCATION

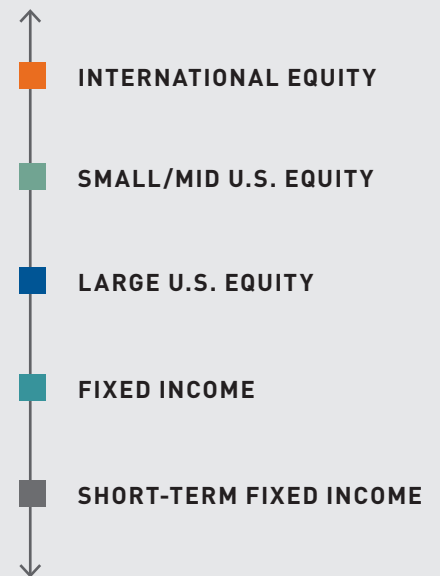
Asset allocation is the practice of having a mix of various investment options among different asset classes within an investment portfolio. The majority of the investment options in The Hy-Vee and Affiliates 401(k) Plan fall into five asset classes that range from lower-risk to higher-risk: Short-Term Fixed Income, Fixed Income, Large U.S. Equity, Small/Mid U.S. Equity and International Equity. Generally, asset classes with lower levels of risk usually offer a lower potential for growth. Meanwhile, asset classes with higher levels of risk typically offer more potential for growth.

These characteristics — potential risk and return — are taken into account when planning an appropriate asset allocation for individual investors. Through asset allocation, you generally can achieve an overall level of risk with which you are comfortable. That's because of diversification, one of the most important investment strategies. It's important to note that no investment strategy, such as asset allocation or diversification, can guarantee a profit or protect against loss in periods of declining values.



Generally, asset classes with lower levels of risk usually offer a lower potential for growth. Meanwhile, asset classes with higher levels of risk typically offer more potential for growth.

HIGHER RISK/RETURN



LOWER RISK/RETURN



STEP 3 CONTINUED:

DIVERSIFICATION

Diversification simply means spreading retirement plan contributions across different asset categories. With proper diversification, you may be able to get a return that will help you meet your goals while reducing potential risk.

Each type of investment option or asset class has its own risk and performance characteristics. Short-Term Fixed Income investment options typically are the least risky and may have lower long-term returns. International Equity and Small/Mid U.S. Equity investment options generally are considered riskier and may yield higher returns. Large U.S. Equity and Fixed Income investment options generally are in the middle of this range.

Having a mix of investment options from a variety of asset classes can help you achieve your desired level of diversification. It's important to note: The value of the investment options will fluctuate so that when redeemed, shares or units may be worth more or less than the original cost. Also, spreading your contributions around helps minimize the potential risk that a single investment option might decrease the total value of the retirement plan account.

HOW DO I SELECT INVESTMENT OPTIONS?

Start by taking the **Investor Profile Quiz** online at principal.com/investorquiz. The quiz will create an investor profile you can use as a guide to help choose investment from the Plan's line up. But keep in mind that this information is just a guideline—it isn't intended to tell you how to invest.

You should also consider other assets and any anticipated needs when directing your plan contributions.

Instructions: Complete all numbered steps on this form to combine balances from a previous employer's plan or Individual Retirement Account (IRA) with the current plan. NOTE: Be sure to obtain all the signatures required on the form. The rollover cannot be processed without the appropriate signatures.

1 Personal Information *(please print with black ink)*

Name (Last) _____ (First) _____ (MI) _____ Date of Birth _____ / _____ / _____

Email Address _____ Social Security Number _____ - _____ - _____

Date of Hire _____ / _____ / _____ Single Male Married Female

NOTE: The email address you submit will be used only by the Principal Financial Group®. We will not provide your email to third parties. For more information, see our privacy policy at principal.com.

2 Confirm Rollover

I would like to roll over funds* from a previous employer's plan or individual retirement account (IRA).

IMPORTANT: This form is designed to be a quick way to direct the investment of eligible rollover funds. If I do not have an investment election on file or wish to make an alternative allocation, I will select investment options by logging in to principal.com or calling 1-800-547-7754.

If I don't make a different investment election prior to my rollover funds being received by The Principal®, my funds will be invested based on my current investment election. If I do not have a current investment election on file, my funds will be directed to the plan's investment default option.

By rolling over funds to this account, I agree that I have received and reviewed information about the plan's investment options so that I may make an informed investment decision. Information about the plan's investment options is available in the Investment Option Summary included in the enrollment booklet and online at principal.com.

My Signature _____ **Date** _____ / _____ / _____

*You may roll over a distribution from a traditional IRA to a plan qualified under the Internal Revenue Code §401(a) or (b), an annuity, or a Governmental 457(b) plan to the extent that the distribution would be taxable if not rolled over. After-tax contributions in an IRA (including non-deductible contributions to a traditional IRA) may not be rolled over to one of these plans. Amounts rolled into a Governmental 457(b) plan other than another Governmental 457(b) plan are subject to an early withdrawal tax.

You may roll over a Roth account only into a plan that allows Roth contributions. Please check your Summary Plan Description or plan document before rolling over Roth accounts to make sure Roth contributions are available.

3 Tell us about your rollover funds

If all of your rollover funds were pre-tax contributions, skip to step 4. If any of your rollover funds were after-tax contributions, complete the following:

Amount of after-tax, non-Roth tax contributions* \$ _____
Amount of after-tax, Roth contributions* \$ _____
Amount of earnings on after-tax, Roth contributions \$ _____
Year first after-tax, Roth contribution was made _____

*Report the amount of contributions, not including any earnings/losses. You may need to contact your prior employer for this information.

4 Plan Sponsor Signature

The plan sponsor is typically your employer. **This signature is required to process the rollover.**

Based on the information above, this rollover contribution is acceptable according to the plan provisions. Principal Life Insurance Company is directed to accept this rollover contribution, and keep the appropriate records and accounts.

Plan Sponsor or Trustee Name

Plan Sponsor or Trustee Signature

Date

X

5 Request funds from other financial institution

Contact the financial institution that currently holds your retirement funds to request a rollover. Instruct them to complete the rollover check as follows:

Checks must be made payable to:

Principal Trust Company
FBO: <Your Name>
Contract/Plan ID Number 4-13056

Checks must be mailed to:

The Principal Financial Group
P.O. Box 9394
Des Moines, IA 50306-9394

Wire transfer instructions:

ABA Number: 121000248
Account Number: 0837354943
FBO: <Your Name>
Contract/Plan ID Number 4-13056

If you have questions or would like assistance in contacting the other financial institution, call us at 1-800-547-7754.

6 Send completed form and rollover funds

NOTE: If we do not receive this form within five business days of receiving the rollover funds, the rollover funds will be returned.

Check enclosed

Prior financial institution will mail check/wire funds

Mailing address for completed form and check:

The Principal Financial Group
P.O. Box 9394
Des Moines, IA 50306-9394

Fax to:

1-866-704-3481

FOR RESIDENTS OF FLORIDA: Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

Investment options are subject to investment risk. Shares or unit values will fluctuate, and investments, when redeemed, may be worth more or less than their original cost.

If funds are rolled into the plan prior to the participant attaining eligibility, this form is only valid if the participant receives the plan's investment option summary and 404 notice prior to executing.

This workbook content is current as of the production date noted below. If there are any discrepancies between this information and the legal plan document, the legal plan document will govern. If the production date is older than three months, you should contact your plan sponsor or log in to principal.com for current retirement plan and investment option information. The member companies of the Principal Financial Group® prohibit the manipulation of this workbook content. If your plan sponsor elects to provide this workbook electronically, The Principal® is not responsible for any unauthorized changes.

Insurance products and plan administrative services are provided by Principal Life Insurance Company, a member of the Principal Financial Group® (The Principal®), Des Moines, IA 50392.

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PG4689-06 | t13101402dj | 03/2014

Self-Directed Brokerage Account Fee Summary

Fees for the Principal Self-Directed Brokerage AccountSM are summarized below. These fees only apply to retirement plan participants who select the Principal Self-Directed Brokerage Account.

	Description	Fee
Transaction Fee	Flat fee for equities and mutual funds	\$15 via Internet \$25 representative assisted <i>Note: The Mutual Fund family may charge a sales charge on loaded funds in addition to the transaction fee noted above.</i>
	Flat fee for fixed-income securities	\$25 representative assisted
Miscellaneous Fees	Fees for miscellaneous services	<ul style="list-style-type: none"> • Legal Item: \$20 per issue • Inactive Fee (annual): \$25 • Funds Wired: \$20 • Redemption Fee: \$50 <i>Note: The Mutual Fund families may charge short-term trading fees in addition to the redemption fees listed above.</i> • Reorganization Items: <ul style="list-style-type: none"> - Non-Mandatory: \$20 • SEC Fee: A fee collected by the Securities and Exchange Commission • Transfer of Accounts/Outbound: \$25 • Dividend Reinvestment: \$1 per item (\$3 minimum to reinvest)

Legal Item: A security taken into an account that requires re-registration or has any attachments other than a stock or bond power (i.e., corporate resolution, third-party release letter, death certificate, birth certificate, etc.).

Inactive Fee: Fee charged on an account holding a security position for a calendar year without generating a trade.

Funds Wired: Fed funds wired from the brokerage account to another institution or bank.

FundVest: A list of no-load mutual funds that may be purchased transaction-free by participants utilizing the Self-Directed brokerage option. The standard transaction fee is \$25.

Redemption Fee: A fee collected by Pershing if a FundVest fund is redeemed within six months of purchase.

Reorganization Items: A change in the securities outstanding, such as trades relating to tender offers, bond calls, preferred stock redemptions, stock splits, reverse stock splits, and mergers/acquisitions.

SEC Fee: A fee collected by the Securities and Exchange Commission that is designed to cover costs incurred by the government for the supervision and regulation of securities markets and securities professionals.

Transfer of Accounts/Outbound: Transfer of the brokerage account from Princor Financial Services Corporation to another institution.

Dividend Reinvestment: Fee charged on automatic reinvestment of dividends.



WE'LL GIVE YOU AN EDGE®

Securities are offered through Princor Financial Services Corporation, 800-547-7754, member SIPC. Princor® is a member of the Principal Financial Group®, Des Moines, IA 50392. Clearing services are provided by Pershing, a BNY Securities Group Company, Solutions from The Bank of New York Company, Inc., One Pershing Plaza, Jersey City, New Jersey 07399. Pershing LLC Member FINRA, SIPC. The Principal Financial Group is not affiliated with Pershing LLC, BNY Securities Group or their member companies.

This document provides important information to help you compare the investment options available to you under the retirement plan.

Investment results shown represent historical performance and do not guarantee future results. Investment returns and principal values fluctuate with changes in interest rates and other market conditions so the value, when redeemed, may be worth more or less than original costs. Current performance may be lower or higher than the performance data shown. For additional information on the investment options, including most recent month-end performance, log in to the Principal Financial Group® website at principal.com or call our automated phone system at 1-800-547-7754.

Additional information available online includes, if applicable, the name of the investment option's issuer; the investment option's objectives or goals; the investment option's principal strategies, including a general description of the types of assets held by the investment option; the portfolio turnover rate; and the investment option's performance data and fee and expense information.

A contractual limitation in the group annuity contract that provides access to the Separate Accounts may be implemented based on unstable or disorderly market conditions. This limitation may delay withdrawals from most Separate Accounts for up to 270 days.

In situations where the net and gross total investment expense figures are different, the mutual fund or the underlying fund in which a Separate Account invests has waived/capped a portion of its management fees through the date displayed in the waiver expiration date or contractual cap expiration date column. Differences may also be shown due to the fund family choosing to pay certain expenses that would normally be payable by the fund. Returns displayed are based on total investment expense net.

Fees and expenses are only one of several factors that participants and beneficiaries should consider when making investment decisions. Some or all of the Plan administrative expenses are paid from the total investment expense of one or more of the Plan's investment options. The cumulative effect of fees and expenses can substantially reduce the growth of a participant's or beneficiary's retirement account. Participants and beneficiaries can visit the Employee Benefit Security Administration's website for an example demonstrating the long-term effect of fees and expenses.

For a glossary of terms to assist you in understanding the designated investment options, log in to your account at principal.com.

Asset Class: Short-Term Fixed Income												
This asset class is generally composed of short-term, fixed-income investment options that are largely liquid and are designed to not lose much value. These investment options may include stable value, money market, short-term bond, and guaranteed interest accounts. They are considered to be among the least risky forms of investment options. However, they typically have a lower rate of return than equities or longer-term fixed income investment options over long periods of time. Depending on the objectives of the investment options, they may experience price fluctuations and may lose value.												
Investment Category: Stable Value												
Inv Manager or Sub-Advisor : Morley Financial Services, Inc												
Investment Option Name	Average Annual Total Return											
Principal Stable Value Inst Fund	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	0.82	1.07	1.37	1.79	2.85	3.95	1.19	1.99	3.04	4.08	1/1997	
Benchmark: Barclays 1-3 Yr Government Index	0.45	0.52	0.51	1.07	2.61	-	0.37	1.25	2.67	-	-	
Description: The objective of the Fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit responsive plan or participant payments.												
Composition (% of Assets) as of 06/30/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	8.56	U.S. Bonds	88.54	Total Inv Exp Net %			-					
Other	2.90				Contractual Cap Expiration Date			N/A				
				Waiver Expiration Date			N/A					
				Total Inv Exp Gross %			0.56					
				Total Inv Exp Gross Per \$1,000 Invested			\$5.60					
				Redemption Fee			-					

Asset Class: Fixed Income												
This asset class is generally composed of investment options that invest in bonds, or debt of a company or government entity (including U.S. and Non- U.S.). It may also include real estate investment options that directly own property. These investment options typically carry more risk than short-term fixed income investment options (including, for real estate investment options, liquidity risk), but less overall risk than equities. All investment options in this category have the potential to lose value.												
Investment Category: Intermediate-Term Bond												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name		Average Annual Total Return										
Bond and Mortgage Sep Acct ^{A,18,20,34,F}		<i>(as of 09/30/2014 quarter end)</i>					<i>(as of 12/31/2013 year end)</i>					
		YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date
		4.52	5.46	4.56	6.71	5.09	8.11	-0.51	9.59	5.04	8.16	2/1983
Benchmark: Barclays Aggregate Bond Index		4.10	3.96	2.43	4.12	4.62	-	-2.02	4.44	4.55	-	-
Description: The investment option invests primarily in intermediate-term, fixed-income investments such as public and private corporate bonds, commercial and residential mortgages, asset-backed securities, and US government and agency-backed securities. Value is added primarily through sector allocation and security selection. The Separate Account may enter into reverse repurchase agreements to attempt to enhance portfolio return and income.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	-0.42	Non-U.S. Stocks	0.02	Total Inv Exp Net %			0.25	1/30 day period				
Non-U.S. Bonds	13.98	Convertibles	0.12	Contractual Cap Expiration Date			N/A					
Preferred	0.91	U.S. Bonds	85.37	Waiver Expiration Date			N/A					
				Total Inv Exp Gross %			0.25					
				Total Inv Exp Gross Per \$1,000 Invested			\$2.50					
				Redemption Fee			-					
Investment Category: Owned Real Estate												
Inv Manager or Sub-Advisor : Principal Real Estate Inv												
Investment Option Name		Average Annual Total Return										
U.S. Property Sep Acct ^{A,31,F}		<i>(as of 09/30/2014 quarter end)</i>					<i>(as of 12/31/2013 year end)</i>					
		YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date
		8.25	11.64	12.04	12.03	6.08	6.62	13.66	3.24	6.06	6.52	1/1982
Benchmark: NFI-ODCE Equal-Weight ^Q		-	-	-	-	-	-	12.36	2.35	5.78	-	-
Description: The investment invests the majority of assets in commercial real estate holdings. It focuses on properties that return both lease income and appreciation of the buildings' marketable value. The property holdings usually contain real estate from the multi-family, office, warehouse/manufacturing, and retail sectors. This investment option is subject to investment and liquidity risk and other risks inherent in real estate such as those associated with general and local economic conditions. You may not be able to immediately withdraw funds contributed to this Separate Account. A contractual limitation in the group annuity contract that provides access to this Separate Account may be implemented, which will allow management of this Separate Account, and satisfy withdrawal requests over time and fairly amongst all those who request a withdrawal.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Other	100.00	Total Inv Exp Net %			0.85			1/30 day period				
				Contractual Cap Expiration Date			N/A					
				Waiver Expiration Date			N/A					
				Total Inv Exp Gross %			0.85					
				Total Inv Exp Gross Per \$1,000 Invested			\$8.50					
				Redemption Fee			-					

Asset Class: Balanced/Asset Allocation												
This asset class is generally composed of a combination of fixed income and equity investment options. These investment options may include balanced, asset allocation, target-date, and target-risk investment options. Although typically lower risk than investment options that invest solely in equities, all investment options in this category have the potential to lose value.												
Investment Category: Retirement Income												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime Strategic Income CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	3.66	6.51	7.63	-	-	5.76	7.62	-	-	5.98	4/2011	
Benchmark: Morningstar Lifetime Moderate Income Index	3.35	5.73	7.61	7.05	6.19	-	6.45	8.91	6.32	5.85	-	
Description: The investment seeks current income and, as a secondary objective, capital appreciation. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate, and other collective investment trusts according to an asset allocation strategy designed for investors seeking current income from their investment. It invests most of the assets in underlying collective investment trusts which are intended primarily to give the CIT broad exposure to income-producing securities.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period					
Cash	4.53	U.S. Stocks	21.85	Total Inv Exp Net %	0.40		-					
Non-U.S. Stocks	7.45	Non-U.S. Bonds	8.38	Contractual Cap Expiration Date	N/A							
Convertibles	0.13	Preferred	0.71	Waiver Expiration Date	N/A							
U.S. Bonds	31.23	Other	25.70	Total Inv Exp Gross %	0.40							
				Total Inv Exp Gross Per \$1,000 Invested	\$4.00							
				Redemption Fee	-							
Investment Category: Target Date 2000-2010												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime 2010 CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	3.80	8.01	11.24	-	-	7.55	13.28	-	-	8.23	4/2011	
Benchmark: Morningstar Lifetime Moderate 2010 Index	4.03	7.21	9.51	8.32	7.08	-	8.76	10.67	7.16	7.03	-	
Description: The investment seeks a total return consisting of long-term growth of capital and current income. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate and other collective investment trusts according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the CIT. It allocates the assets more conservatively over time.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period					
Cash	3.36	U.S. Stocks	32.44	Total Inv Exp Net %	0.43		-					
Non-U.S. Stocks	15.48	Non-U.S. Bonds	6.36	Contractual Cap Expiration Date	N/A							
Convertibles	0.10	Preferred	0.56	Waiver Expiration Date	N/A							
U.S. Bonds	24.72	Other	16.97	Total Inv Exp Gross %	0.43							
				Total Inv Exp Gross Per \$1,000 Invested	\$4.30							
				Redemption Fee	-							
Investment Category: Target Date 2016-2020												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime 2020 CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	3.99	9.90	15.28	-	-	9.64	19.67	-	-	10.85	4/2011	
Benchmark: Morningstar Lifetime Moderate 2020 Index	4.41	8.86	12.13	9.76	7.80	-	12.98	12.86	7.85	8.22	-	
Description: The investment seeks a total return consisting of long-term growth of capital and current income. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate and other collective investment trusts according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the CIT. It allocates the assets more conservatively over time.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period					
Cash	2.17	U.S. Stocks	46.28	Total Inv Exp Net %	0.44		-					
Non-U.S. Stocks	21.96	Non-U.S. Bonds	4.41	Contractual Cap Expiration Date	N/A							
Convertibles	0.07	Preferred	0.45	Waiver Expiration Date	N/A							
U.S. Bonds	16.93	Other	7.73	Total Inv Exp Gross %	0.44							
				Total Inv Exp Gross Per \$1,000 Invested	\$4.40							
				Redemption Fee	-							

Asset Class: Balanced/Asset Allocation												
This asset class is generally composed of a combination of fixed income and equity investment options. These investment options may include balanced, asset allocation, target-date, and target-risk investment options. Although typically lower risk than investment options that invest solely in equities, all investment options in this category have the potential to lose value.												
Investment Category: Target Date 2026-2030												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime 2030 CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	4.07	11.09	18.30	-	-	11.11	24.30	-	-	12.71	4/2011	
Benchmark: Morningstar Lifetime Moderate 2030 Index	4.38	10.70	15.57	11.36	8.34	-	19.64	15.31	8.41	9.76	-	
Description: The investment seeks a total return consisting of long-term growth of capital and current income. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate and other collective investment trusts according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the CIT. It allocates the assets more conservatively over time.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	1.36	U.S. Stocks	56.75	Total Inv Exp Net %			0.47			-		
Non-U.S. Stocks	25.49	Non-U.S. Bonds	2.91	Contractual Cap Expiration Date			N/A					
Convertibles	0.04	Preferred	0.33	Waiver Expiration Date			N/A					
U.S. Bonds	11.44	Other	1.69	Total Inv Exp Gross %			0.47					
				Total Inv Exp Gross Per \$1,000 Invested			\$4.70					
				Redemption Fee			-					
Investment Category: Target Date 2036-2040												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime 2040 CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	4.05	11.44	19.37	-	-	11.51	26.15	-	-	13.23	4/2011	
Benchmark: Morningstar Lifetime Moderate 2040 Index	4.02	11.29	17.06	11.92	8.62	-	23.05	16.30	8.73	10.48	-	
Description: The investment seeks a total return consisting of long-term growth of capital and current income. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate and other collective investment trusts according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the CIT. It allocates the assets more conservatively over time.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	1.34	U.S. Stocks	59.76	Total Inv Exp Net %			0.49			-		
Non-U.S. Stocks	26.99	Non-U.S. Bonds	2.02	Contractual Cap Expiration Date			N/A					
Convertibles	0.03	Preferred	0.28	Waiver Expiration Date			N/A					
U.S. Bonds	7.92	Other	1.66	Total Inv Exp Gross %			0.49					
				Total Inv Exp Gross Per \$1,000 Invested			\$4.90					
				Redemption Fee			-					
Investment Category: Target Date 2051+												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name	Average Annual Total Return											
PGI Principal LifeTime 2050 CIT ^{16,20,29}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
	3.93	11.62	20.09	-	-	11.74	27.40	-	-	13.59	4/2011	
Benchmark: Morningstar Lifetime Moderate 2050 Index	3.77	10.95	16.91	11.73	8.68	-	22.83	16.34	8.83	10.22	-	
Description: The investment seeks a total return consisting of long-term growth of capital and current income. The CIT invests in underlying domestic and foreign equity, fixed-income, real estate and other collective investment trusts according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the CIT. It allocates the assets more conservatively over time.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	1.29	U.S. Stocks	62.11	Total Inv Exp Net %			0.50			-		
Non-U.S. Stocks	29.07	Non-U.S. Bonds	1.10	Contractual Cap Expiration Date			N/A					
Convertibles	0.01	Preferred	0.22	Waiver Expiration Date			N/A					
U.S. Bonds	4.57	Other	1.63	Total Inv Exp Gross %			0.50					
				Total Inv Exp Gross Per \$1,000 Invested			\$5.00					
				Redemption Fee			-					

Asset Class: Large U.S. Equity

This asset class is generally composed of investment options that invest in stocks, or shares of ownership in large, well-established, U.S. companies. These investment options typically carry more risk than fixed income investment options but have the potential for higher returns over longer time periods. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.

Investment Category: Large Value

Inv Manager or Sub-Advisor : Principal Global Investors

Investment Option Name

Average Annual Total Return

LargeCap Value Separate Account ^{A,F}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>				
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date
	6.71	17.11	23.23	14.66	7.38	8.01	31.38	15.73	7.02	7.97	6/1995
Benchmark: Russell 1000 Value Index	8.07	18.89	23.93	15.26	7.84	-	32.53	16.67	7.58	-	-

Description: The investment option normally invests the majority of assets in companies with large market capitalizations at the time of purchase. Management selects investments primarily on the basis of fundamental security analysis, focusing on the company's financial stability, sales, earnings, dividend trends, return on equity and industry trends. It may invest up to 25% of assets in foreign securities.

Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period	
Cash	1.64	U.S. Stocks	98.36	Total Inv Exp Net %	0.30		1/30 day period	
				Contractual Cap Expiration Date	N/A			
				Waiver Expiration Date	N/A			
				Total Inv Exp Gross %	0.30			
				Total Inv Exp Gross Per \$1,000 Invested	\$3.00			
				Redemption Fee	-			

Investment Category: Large Blend

Inv Manager or Sub-Advisor : Principal Global Investors

Investment Option Name

Average Annual Total Return

LargeCap S&P 500 Index Separate Account ^{A,2,6,34,F}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>				
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date
	8.26	19.61	22.87	15.61	8.05	9.41	32.23	17.85	7.35	9.36	1/1990
Benchmark: Standard & Poor's 500 Index	8.34	19.73	22.99	15.70	8.11	-	32.39	17.94	7.41	-	-

Description: The investment option normally invests the majority of assets in common stocks of companies that compose the S&P 500 Index. Management attempts to mirror the investment performance of the index by allocating assets in approximately the same weightings as the S&P 500 Index. Over the long-term, management seeks a very close correlation between the performance of the Separate Account before expenses and that of the S&P 500 Index.

Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period	
Cash	2.49	U.S. Stocks	96.76	Total Inv Exp Net %	0.06		1/30 day period	
Non-U.S. Stocks	0.46	Other	0.30	Contractual Cap Expiration Date	N/A			
				Waiver Expiration Date	N/A			
				Total Inv Exp Gross %	0.06			
				Total Inv Exp Gross Per \$1,000 Invested	\$0.60			
				Redemption Fee	-			

Investment Category: Large Growth

Inv Manager or Sub-Advisor : Columbus Circle Investors

Investment Option Name

Average Annual Total Return

LargeCap Growth Separate Account ^{A,F}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>				
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date
	8.27	17.95	23.12	15.81	9.31	7.88	34.83	18.28	8.32	7.75	6/1995
Benchmark: Russell 1000 Growth Index	7.89	19.15	22.45	16.50	8.94	-	33.48	20.39	7.83	-	-

Description: The investment option primarily invests in common stocks of large capitalization companies with strong earnings growth potential. It normally invests the majority of assets in companies with large market capitalizations at the time of purchase. Management places strong emphasis on companies it believes are guided by high quality management teams. It also attempts to identify those companies that are market leaders possessing the ability to control pricing and margins in their respective industries. It may invest up to 25% of assets in foreign securities.

Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period	
Cash	3.36	U.S. Stocks	91.82	Total Inv Exp Net %	0.30		1/30 day period	
Non-U.S. Stocks	3.85	Other	0.96	Contractual Cap Expiration Date	N/A			
				Waiver Expiration Date	N/A			
				Total Inv Exp Gross %	0.30			
				Total Inv Exp Gross Per \$1,000 Invested	\$3.00			
				Redemption Fee	-			

Asset Class: Small/Mid U.S. Equity												
This asset class is generally composed of investment options that invest in stocks, or shares of ownership in small- to medium-sized U.S. companies. These investment options typically carry more risk than larger U.S. equity investment options but have the potential for higher returns. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.												
Investment Category: Mid Cap Value												
Inv Manager or Sub-Advisor : Goldman Sachs/LA Capital Mgmt												
Investment Option Name												
MidCap Value I Separate Account ^{A,1,13,26,F}												
Average Annual Total Return												
<i>(as of 09/30/2014 quarter end)</i>												
<i>(as of 12/31/2013 year end)</i>												
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date		
6.92	16.05	23.71	16.21	10.04	9.06	33.63	20.28	10.38	9.05	7/1999		
Benchmark:												
Russell Midcap Value Index												
8.20	17.46	24.72	17.24	10.17	-	33.46	21.16	10.25	-	-		
Description: The investment seeks long-term growth of capital. Under normal circumstances, the fund invests at least 80% of its net assets, plus any borrowings for investment purposes, in a diversified portfolio of equity securities of companies with medium market capitalizations at the time of each purchase. It invests in value equity securities, an investment strategy that emphasizes buying equity securities that appear to be undervalued. The fund also invests in real estate investment trusts.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	-0.07	U.S. Stocks	99.37	Total Inv Exp Net %	0.95			1/30 day period				
Non-U.S. Stocks	0.66	Other	0.03	Contractual Cap Expiration Date	02/28/2015							
				Waiver Expiration Date	02/28/2015							
				Total Inv Exp Gross %	1.01							
				Total Inv Exp Gross Per \$1,000 Invested	\$10.10							
				Redemption Fee	-							
Investment Category: Mid Cap Blend												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name												
MidCap S&P 400 Index Separate Account ^{A,1,2,8,34,F}												
Average Annual Total Return												
<i>(as of 09/30/2014 quarter end)</i>												
<i>(as of 12/31/2013 year end)</i>												
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date		
3.14	11.70	22.28	16.23	10.22	9.82	33.32	21.71	10.29	10.12	8/1999		
Benchmark:												
Standard & Poor's 400 MidCap Stock Index												
3.22	11.82	22.43	16.37	10.29	-	33.50	21.89	10.36	-	-		
Description: The investment option normally invests the majority of assets in common stocks of companies that compose the S&P MidCap 400 Index. Management attempts to mirror the investment performance of the index by allocating assets in approximately the same weightings as the S&P MidCap 400 Index. Over the long-term, management seeks a very close correlation between the performance of the Separate Account before expenses and that of the S&P MidCap 400 Index.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	2.08	U.S. Stocks	97.02	Total Inv Exp Net %	0.06			1/30 day period				
Non-U.S. Stocks	0.09	Other	0.82	Contractual Cap Expiration Date	N/A							
				Waiver Expiration Date	N/A							
				Total Inv Exp Gross %	0.06							
				Total Inv Exp Gross Per \$1,000 Invested	\$0.60							
				Redemption Fee	-							
Investment Category: Mid Cap Growth												
Inv Manager or Sub-Advisor : Principal Global Investors												
Investment Option Name												
MidCap Separate Account ^{A,1,35,36,F}												
Average Annual Total Return												
<i>(as of 09/30/2014 quarter end)</i>												
<i>(as of 12/31/2013 year end)</i>												
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date		
5.78	14.53	24.50	19.46	11.93	12.44	34.32	23.71	12.06	12.60	1/1991		
Benchmark:												
Russell Midcap Index												
6.87	15.83	23.79	17.19	10.34	-	34.76	22.36	10.22	-	-		
Description: The investment option invests primarily in common stocks and other equity securities of medium capitalization companies. It normally invests the majority of assets in companies with market capitalizations similar to those companies in the Russell MidCap Index. Management's securities selection is based on stocks with value and/or growth characteristics, and management constructs an investment portfolio that has a blend of stocks with these characteristics. It may invest up to 25% of assets in foreign securities.												
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period				
Cash	0.24	U.S. Stocks	89.90	Total Inv Exp Net %	0.30			1/30 day period				
Non-U.S. Stocks	9.60	Other	0.26	Contractual Cap Expiration Date	N/A							
				Waiver Expiration Date	N/A							
				Total Inv Exp Gross %	0.30							
				Total Inv Exp Gross Per \$1,000 Invested	\$3.00							
				Redemption Fee	-							

Asset Class: Small/Mid U.S. Equity											
This asset class is generally composed of investment options that invest in stocks, or shares of ownership in small- to medium-sized U.S. companies. These investment options typically carry more risk than larger U.S. equity investment options but have the potential for higher returns. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.											
Investment Category: Small Value											
Inv Manager or Sub-Advisor : DFA/Vaughan Nelson/LA Capital											
Investment Option Name											
Average Annual Total Return											
SmallCap Value II Separate Account ^{A,1,13,25,26,F}											
<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
-1.90	8.03	22.91	14.87	8.01	7.95	39.20	21.10	-	8.81	6/2004	
Benchmark:											
Russell 2000 Value Index											
-4.74	4.13	20.61	13.02	7.25	-	34.52	17.64	8.61	8.63	-	
Description: The investment seeks long-term growth of capital. The fund normally invests at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of U.S. companies with small market capitalizations at the time of each purchase. It invests in value equity securities, an investment strategy that emphasizes buying equity securities that appear to be undervalued. The fund also invests in real estate investment trusts.											
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period			
Cash	-0.13	U.S. Stocks	99.42	Total Inv Exp Net %	1.10			1/30 day period			
Non-U.S. Stocks	0.64	Other	0.06	Contractual Cap Expiration Date	02/28/2015						
				Waiver Expiration Date	02/28/2015						
				Total Inv Exp Gross %	1.12						
				Total Inv Exp Gross Per \$1,000 Invested	\$11.20						
				Redemption Fee	-						
Investment Category: Small Blend											
Inv Manager or Sub-Advisor : Principal Global Investors											
Investment Option Name											
Average Annual Total Return											
SmallCap S&P 600 Index Separate Account ^{A,1,2,7,34,F}											
<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
-3.74	5.66	22.71	16.09	9.32	9.80	41.07	21.25	10.62	10.63	8/1999	
Benchmark:											
Standard & Poor's 600 Stock Index											
-3.72	5.74	22.86	16.24	9.33	-	41.31	21.37	10.65	-	-	
Description: The investment seeks long-term growth of capital and normally invests the majority of assets in common stocks of companies that compose the S&P SmallCap 600 Index. Management attempts to mirror the investment performance of the index by allocating assets in approximately the same weightings as the S&P 600 Index. Over the long-term, management seeks a very close correlation between the performance of the Separate Account before expenses and that of the S&P 600 Index.											
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period			
Cash	1.14	U.S. Stocks	98.54	Total Inv Exp Net %	0.06			1/30 day period			
Non-U.S. Stocks	0.18	Preferred	0.15	Contractual Cap Expiration Date	N/A						
				Waiver Expiration Date	N/A						
				Total Inv Exp Gross %	0.06						
				Total Inv Exp Gross Per \$1,000 Invested	\$0.60						
				Redemption Fee	-						
Investment Category: Small Growth											
Inv Manager or Sub-Advisor : AllianceBern/CCI/Brown/Emerald											
Investment Option Name											
Average Annual Total Return											
SmallCap Growth I Separate Account ^{A,1,3,26,40,F}											
<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>					
YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date	
-5.36	2.46	21.51	17.37	9.68	4.82	43.00	26.22	10.34	5.55	12/2000	
Benchmark:											
Russell 2000 Growth Index											
-4.05	3.79	21.91	15.51	9.03	-	43.30	22.58	9.41	-	-	
Description: The investment seeks long-term growth of capital. The fund normally invests at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of companies with small market capitalizations at the time of each purchase. It invests in growth equity securities; growth orientation emphasizes buying equity securities of companies whose potential for growth of capital and earnings is expected to be above average.											
Composition (% of Assets) as of 08/31/2014				Fees & Expenses				# of Transfers Allowed/Time Period			
Cash	-0.18	U.S. Stocks	98.04	Total Inv Exp Net %	1.02			1/30 day period			
Non-U.S. Stocks	1.98	Preferred	0.01	Contractual Cap Expiration Date	02/28/2015						
Other	0.16			Waiver Expiration Date	02/28/2015						
				Total Inv Exp Gross %	1.09						
				Total Inv Exp Gross Per \$1,000 Invested	\$10.90						
				Redemption Fee	-						

Asset Class: International Equity													
This asset class is composed of investment options that invest in stocks, or shares of ownership in companies with their principal place of business or office outside the United States. These investment options often carry more risk than U.S. equity investment options but may have the potential for higher returns. They may be an appropriate choice for long-term investors who are seeking the potential for growth. All investment options in this category have the potential to lose value.													
Investment Category: Diversified Emerging Markets													
Inv Manager or Sub-Advisor : Capital Research and Mgmt Co													
Investment Option Name	Average Annual Total Return												
American Funds New World R5 Fund ^{4,32,G}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>						
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date		
	0.19	4.29	11.63	7.27	10.51	10.89	10.38	15.48	11.32	11.61	5/2002		
Benchmark: MSCI - Emerging Markets NDTR D Index	2.43	4.30	7.19	4.42	10.68	-	-2.60	14.79	11.17	-	-		
Description: The investment seeks long-term capital appreciation. The fund invests primarily in common stocks of companies with significant exposure to countries with developing economies and/or markets. It normally invests at least 35% of its assets in equity and debt securities of issuers primarily based in qualified countries that have developing economies and/or markets. The fund may also invest in equity securities of any company, regardless of where it is based, if the fund's investment adviser determines that a significant portion of the company's assets or revenues (generally 20% or more) is attributable to developing countries.													
Composition (% of Assets) as of 06/30/2014				Fees & Expenses			# of Transfers Allowed/Time Period						
Cash	9.68	U.S. Stocks	8.58	Total Inv Exp Net %			1/30 day period						
Non-U.S. Stocks	68.85	Non-U.S. Bonds	8.26	Contractual Cap Expiration Date			N/A						
Preferred	0.14	U.S. Bonds	0.12	Waiver Expiration Date			N/A						
Other	4.37				Total Inv Exp Gross %			0.70					
				Total Inv Exp Gross Per \$1,000 Invested			\$7.00						
				Redemption Fee			-						
Investment Category: Foreign Large Blend													
Inv Manager or Sub-Advisor : Origin Asset Management LLP													
Investment Option Name	Average Annual Total Return												
International I Separate Account ^{A,4,13,19,26,39,F}	<i>(as of 09/30/2014 quarter end)</i>						<i>(as of 12/31/2013 year end)</i>						
	YTD Ret	1-Year	3-Year	5-Year	10-Year	Since Incept	1-Year	5-Year	10-Year	Since Incept	Incept Date		
	1.28	8.31	15.11	7.05	6.22	4.20	20.25	11.27	6.45	4.33	7/1999		
Benchmark: MSCI ACWI Ex USA Index	0.00	4.77	11.79	6.03	7.06	-	15.29	12.81	7.57	-	-		
Description: The investment seeks long-term growth of capital. The fund invests primarily in equity securities of foreign companies. Its investments are diversified across many different countries and regions, including countries with emerging markets. The fund invests in equity securities of small, medium and large market capitalization companies. It invests in value equity securities, an investment strategy that emphasizes buying equity securities that appear to be undervalued. It also invests in growth equity securities; growth orientation emphasizes buying equity securities of companies whose potential for growth of capital and earnings is expected to be above average.													
Composition (% of Assets) as of 08/31/2014				Fees & Expenses			# of Transfers Allowed/Time Period						
Cash	0.55	U.S. Stocks	2.40	Total Inv Exp Net %			1/30 day period						
Non-U.S. Stocks	95.79	Preferred	0.01	Contractual Cap Expiration Date			N/A						
Other	1.25				Waiver Expiration Date			N/A					
				Total Inv Exp Gross %			0.95						
				Total Inv Exp Gross Per \$1,000 Invested			\$9.50						
				Redemption Fee			-						

Investors should carefully consider a mutual fund's investment objectives, risks, charges, and expenses prior to investing. A prospectus, or summary prospectus if available, containing this and other information can be obtained by contacting a financial professional, visiting principal.com, or calling 1-800-547-7754. Read the prospectus carefully before investing.

Before directing retirement funds to a separate account, investors should carefully consider the investment objectives, risks, charges, and expenses of the separate account as well as their individual risk tolerance, time horizon and goals. For additional information, contact us at 1-800-547-7754.

The value of the investment options will fluctuate so that when redeemed, shares or units may be worth more or less than the original cost.

An investment's past performance is not necessarily an indication of how the investment will perform in the future.

Since inception benchmark returns are displayed on the Investment Option Summary for investments that are less than 10 years old. The benchmark reflecting the Since Inception return is the Morningstar Category index. For some Sub-Advised investment options, two benchmarks will be displayed on the Investment Option Summary and the secondary index reflecting the Since Inception Return is the Morningstar Category index.

- ⁴ Separate Accounts are available through a group annuity contract with Principal Life Insurance Company. Insurance products and plan administrative services, if applicable, are provided by Principal Life Insurance Company, a member of the Principal Financial Group, Des Moines, IA 50392. See the fact sheet for the full name of the Separate Account. Certain investment options may not be available in all states or U.S. commonwealths. Principal Life Insurance Company reserves the right to defer payments or transfers from Principal Life Separate Accounts as described in the group annuity contracts providing access to the Separate Accounts or as required by applicable law. Such deferment will be based on factors that may include situations such as: unstable or disorderly financial markets; investment conditions which do not allow for orderly investment transactions; or investment, liquidity, and other risks inherent in real estate (such as those associated with general and local economic conditions). If you elect to allocate funds to a Separate Account, you may not be able to immediately withdraw them.

Returns shown for periods of less than one year are not annualized. All returns displayed here are after net Total Investment Expense of the investment option.

For a Separate Account investment option, Total Investment Expense net equals the sum of these expenses: (a) the amount of money, expressed as a percentage, deducted for the costs of managing a separate account where applicable, fees for plan administrative services and agent compensation, plus (b) if the separate account invests in an underlying mutual fund, the total fund operating expenses of the underlying mutual fund, plus (c) if an underlying mutual fund invests in other mutual funds, the weighted-average management fee of those other mutual funds, as listed in the most recent prospectus. The actual gross Total Investment Expense may change if an underlying mutual fund's allocation of assets to other mutual funds changes.

For a Mutual Fund investment option, Total Investment Expense gross equals the sum of (a) the total fund operating expenses plus (b) if the mutual fund invests in other mutual funds, the weighted-average management fee of those other mutual funds, as listed in the most recent prospectus. The actual Total Investment Expense may change if the mutual fund investment option's allocation of assets to other mutual funds changes.

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Several investment companies have decided to impose redemption fees and/or transfer restrictions on certain plan and/or participant transactions. One or more of the investment options in your employer's retirement plan may be impacted. For more information, visit The Principal Web site at principal.com.

Any operating expenses of a mutual fund or underlying mutual fund that are part of net Total Investment Expense are obtained from the mutual fund's most recent prospectus. The operating expenses shown as part of net Total Investment Expense include voluntary expense limits and fee credit.

This report includes investment options that contain information from a variety of sources. Morningstar generally provides holdings information, operations data, and rankings or statistics proprietary to Morningstar. Morningstar is also the source of information on certain mutual funds.

These results are for the investment options available through your Plan Sponsor's retirement plan, and may be different from the results for other retirement plans. Past performance is not a guarantee of future results. Principal values and investment returns will fluctuate so that values upon redemption may be worth more or less than original costs. Total returns illustrated are net of investment expenses and management fees.

Principal Life is an investment manager as defined in ERISA with regard to its Separate Accounts.

Since inception returns are only shown for funds/accounts in existence for less than 10 years.

- ¹ Small-cap and mid-cap investment options are subject to more fluctuation in value and may have additional risks than other investment options with stocks of larger, more stable companies.
- ² Each index based investment option is invested in the stocks or bonds of the index it tracks. Performance of indexes reflects the unmanaged results for the market segment the selected stocks or bonds represent. There is no assurance an index based investment option will match the performance of the index tracked.
- ³ This Separate Account invests solely in the Institutional class shares of the Principal Funds. All voting rights associated with ownership of shares in the mutual fund are the rights of the Separate Account, not of contract holders investing in the Separate Account. For further information on the underlying mutual fund, see the prospectus of the fund.
- ⁴ International and global investment options are subject to additional risk due to fluctuating exchange rates, foreign accounting and financial policies, and other economic and political environments.
- ⁵ This investment option is not guaranteed by the Federal Deposit Insurance Corporation (FDIC), or any other government agency. Although this investment option seeks to preserve the value of an investment, it is possible to lose money by investing in this portfolio.
- ⁶ S&P 500 is a trademark of The McGraw-Hill Companies, Inc., and has been licensed for use by Principal Life Insurance Company and Principal Management Corporation. The product is not sponsored, endorsed, sold or promoted by Standard & Poor's and Standard & Poor's makes no representation regarding the advisability of investing in the product.

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- ⁹ Effective November 13, 2006, this portfolio is sub-advised by Goldman Sachs Asset Management. From November 18, 2002, to November 16, 2006, the portfolio was sub-advised by Goldman Sachs Asset Management and Wellington Management Company, LLP. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ¹⁰ Effective September 1, 2004, LA Capital was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ¹¹ This Separate Account invests solely in the Institutional class shares of the Principal Funds. All voting rights associated with ownership of shares in the mutual fund are the rights of the Separate Account, not of contract holder investing in the Separate Account. For further information on the underlying mutual fund see the prospectus of the fund.
- ¹² Effective September 22, 2006, GMO was replaced by American Century as the sub-advisor for this portfolio. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ¹³ This Separate Account invests solely in the Institutional class shares of the Principal Funds. All voting rights associated with ownership of shares in the mutual fund are the rights of the Separate Account, not of contract holders investing in the Separate Account. For further information on the underlying mutual fund, see the prospectus of the fund.
- ¹⁴ From March 1, 2006, to December 31, 2007, Bank of New York served as a sub-advisor for managing the cash portion of this investment option.
- ¹⁵ Effective November 13, 2006, Dimensional Fund Advisors (DFA) was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ¹⁶ Equity investment options involve greater risk, including heightened volatility, than fixed-income investment options. Fixed-income investment options are subject to interest rate risk, and their value will decline as interest rates rise.
- ¹⁷ Asset allocation does not guarantee a profit or protect against a loss. Investing in real estate, small-cap, international, and high-yield investment options involves additional risks.
- ¹⁸ Fixed-income investment options are subject to interest rate risk, and their value will decline as interest rates rise. Neither the principal of bond investment options nor their yields are guaranteed by the U.S. government.
- ¹⁹ Effective March 31, 2007, references to Fidelity Management & Research as investment advisor were replaced with Fidelity (Pyramis Global Adv). This is a name change only and does not affect the management, objective, or strategy of this investment option.
- ²⁰ Fixed-income and asset allocation investment options that invest in mortgage securities are subject to increased risk due to real estate exposure.
- ²¹ Effective July 15, 2008, Westwood Management Corp. was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²² Effective October 31, 2008, this portfolio is sub-advised by Jacobs Levy. From June 30, 2006, to October 30, 2008, the portfolio was sub-advised by Neuberger Berman and Jacobs Levy. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²³ Effective January 6, 2009, this portfolio is sub-advised by LA Capital Management. Prior to January 6, 2009, the portfolio was sub-advised by Ark Asset Management and LA Capital Management. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²⁴ Effective April 9, 2009, this portfolio is sub-advised by Edge Asset Management. Prior to April 9, 2009, the portfolio was sub-advised by Principal Global Investors.
- ²⁵ Effective May 1, 2009, LA Capital was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²⁶ This Separate Account invests solely in the Institutional class share of a mutual fund (Fund) from Principal Funds, Inc. The manager of the Fund, Principal Management Corporation, invests between 10% and 40% of the Fund's assets in common stocks in an attempt to match or exceed the performance of the Fund's benchmark index for performance.
- ²⁷ Effective July 14, 2009, Brown Advisory was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²⁸ Effective October 1, 2009, ClearBridge Advisors was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ²⁹ Asset allocation does not guarantee a profit or protect against a loss. Investing in real estate, small-cap, international, and high-yield investment options involves additional risks. Additionally there is no guarantee this investment option will provide adequate income at or through retirement.

- ³⁰ The Investment Advisor will display "Multiple Sub-Advisors" for certain target-date, target-risk and specialty investment options where the assets are directed by the Investment Manager to multiple underlying investment options. These underlying investment options may use multiple sub-advisors who are responsible for the day-to-day management responsibilities.
- ³¹ This investment option is subject to investment and liquidity risk and other risks inherent in real estate such as those associated with general and local economic conditions. If you elect to contribute funds into the U.S. Property Separate Account, withdrawals may be delayed for up to 3 years.
- ³² For Mutual Fund Network investment options, returns for all time periods, except the Since Inception time frame, may include the historical performance of the oldest share class of the fund, adjusted to reflect a portion of the fees and expenses of this share class. Since Inception returns display the actual return of this share class and do not reflect the adjusted returns of the oldest share class. Please see the fund's prospectus for more information on specific expenses, and the fund's most recent shareholder report for actual date of first sale. Expenses are deducted from income earned by the fund. As a result, dividends and investment results will differ for each share class.
- ³³ The net return experienced may be negative if the costs to maintain and operate the Money Market Separate Account exceed returns. Participants may also see negative returns if plan expenses, if applicable, are netted or deducted from their accounts.
- ³⁴ The risks associated with derivative investments include that the underlying security, interest rate, market index, or other financial asset will not move in the direction the Investment Adviser and/or Sub-Advisor anticipated, the possibility that there may be no liquid secondary market, the risk that adverse price movements in an instrument can result in a loss substantially greater than a fund's initial investment, the possibility that the counterparty may fail to perform its obligations; and the inability to close out certain hedged positions to avoid adverse tax consequences.
- ³⁵ Formerly known as MidCap Blend Separate Account.
- ³⁶ This investment option has closed to new investors, effective June 14, 2013. Retirement plans in transition will have until August 15, 2013 to direct assets to the investment option. Existing investors and participants in retirement plans using the investment option may continue to make purchases and elect to use the investment option.
- ³⁷ Effective January 13, 2014, this portfolio is sub-advised by Baird and William Baird and William Blair. Prior to January 13, 2014, this portfolio was sub-advised by Turner and Jacobs Levy. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ³⁸ This Separate Account invests directly in the Institutional class shares of a Principal LifeTime Fund. The mutual fund operating expenses for each Principal LifeTime Fund are reflected in the Total Investment Expense of the Separate Accounts well as the operating expenses of the underlying funds in which the Principal LifeTime Fund invests. Based on the asset allocation of the Principal LifeTime Funds as in the prospectus dated March 1, 2014, the weighted average operating expenses of the underlying funds are: Principal LifeTime Strategic Income, 0.59%; Principal LifeTime 2010, 0.63%; Principal LifeTime 2015, 0.65%; Principal LifeTime 2020, 0.67%; Principal LifeTime 2025, 0.69%; Principal LifeTime 2030, 0.71%; Principal LifeTime 2035, 0.72%; Principal LifeTime 2040, 0.74%; Principal LifeTime 2045, 0.74%; Principal LifeTime 2050, 0.74%; Principal LifeTime 2055, 0.75%; Principal LifeTime 2060, 0.79%. For further information on all mutual fund expenses, see the prospectus of the underlying Principal LifeTime Fund. All voting rights associated with ownership of shares in the mutual fund are the rights of the Separate Account, not of contract holders investing in the Separate Account.
- ³⁹ Effective June 3, 2014, this portfolio is sub-advised by Origin Asset Management. Prior to June 3, 2014, this portfolio was sub-advised by Fidelity and Schroders. The portfolio has had various sub-advisors since its inception. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ⁴⁰ Effective April 25, 2014, Emerald was added as an additional sub-advisor. Performance results displayed reflect all sub-advisors managing this portfolio during the time periods displayed.
- ^F Investment option limits transfer activity. Once the number of allowed transfers is met, participants are not allowed to transfer back into an investment option which they have transferred out of until the holding period elapses. All participant investment transfers and non-scheduled rebalancing activity are counted toward the number of transfers allowed. Contributions into the investment option are not impacted. Participants may still transfer out to different investment options or to money market or Guaranteed options.
- ^G Investment option limits transfer activity. Once the number of allowed transfers is met, participants are not allowed to transfer amounts valued at the threshold amount or more back into the investment option which they have transferred out of until the holding period elapses. All participant investment transfers and non-scheduled rebalancing activity valued at the threshold amount or more are counted toward the number of transfers allowed. Contributions into the investment option are not impacted. Participant transfers made for less than the threshold amount do not count and are not limited.
- ^Q NFI-ODCE Equal-Weight-Benchmark is published by the National Council of Real Estate Investment Fiduciaries (NCREIF). Regarding quarter end information, dashes will appear for periods of time after a quarter end but prior to NCREIF publication of the NFI-ODCE Equal-Weight Benchmark. The most current year end information as published by NCREIF is presented. For periods of time after year end but prior to NCREIF publication, data may be for the preceding year. For the most up to date information visit principal.com or call 1-800-547-7754.
- ^S This information is provided by the plan administrator and is posted to this document by the Principal Financial Group as a convenience. No member company of the Principal Financial Group guarantees the accuracy of the information provided.
- Principal Life works with each fund family to implement each funds' policy and establish frequent trading guidelines that best mirror Prospectus language. Mutual Fund Network investment managers have the ability to monitor for excessive trading and may enforce frequent purchase limitations in addition to or in lieu of policy monitored by Principal Life Insurance Company. Please refer to the Prospectus for verification.

Benchmark Descriptions

MSCI - Emerging Markets NDTR D Index measures equity market performance in the global emerging markets. It consists of 26 emerging market countries in Europe, Latin America and the Pacific Basin.

Russell 2000 Value Index is a market-weighted total return index that measures the performance of companies within the Russell 2000 Index having lower price-to-book ratios and lower forecasted growth values.

Russell Midcap Index includes firms 201 through 1000, based on market capitalization, from the Russell 3000 Index.

NFI-ODCE Equal-Weight is the NCREIF Fund Index - Open End Diversified Core Equity. It is a fund-level equal-weighted, time-weighted return index and includes property investments at ownership share, cash balances and leverage. The return series is net of the average fee charged by accounts that make up the index.

Russell Midcap Value Index is a market-weighted total return index that measures the performance of companies within the Russell Midcap index having lower price-to-book ratios and lower forecasted growth values.

Morningstar Lifetime Moderate 2020 Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is about ten years away from retirement.

MSCI ACWI Ex USA Index is a free float-adjusted market capitalization index that is designed to measure the combined equity market performance of developed and emerging market countries excluding the US.

Standard & Poor's 400 MidCap Stock Index includes approximately 10% of the capitalization of U.S. equity securities. These are comprised of stocks in the middle capitalization range.

Morningstar Lifetime Moderate 2030 Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is about 20 years away from retirement.

Standard & Poor's 500 Index is a market capitalization-weighted index of 500 widely held stocks often used as a proxy for the stock market.

Barclays 1-3 Yr Government Index is comprised of both the Treasury Bond Index and the Agency Bond Index.

Russell 1000 Growth Index is a market-capitalization weighted index of those firms in the Russell 1000 with higher price-to-book ratios and higher forecasted growth values.

Standard & Poor's 600 Stock Index is a small cap index that consists of 600 domestic stocks chosen for market size, liquidity, and industry group representation.

Barclays Aggregate Bond Index represents securities that are domestic, taxable, and dollar denominated. The index covers the U.S. investment grade fixed rate bond market, with index components for government and corporate securities, mortgage pass-through securities, and asset-backed securities. These major sectors are subdivided into more specific indices that are calculated and reported on a regular basis.

Morningstar Lifetime Moderate 2040 Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is about 30 years away from retirement.

Russell 1000 Value Index is a market-capitalization weighted index of those firms in the Russell 1000 with lower price-to-book ratios and lower forecasted growth values.

Russell 2000 Growth Index is a market-weighted total return index that measures the performance of companies within the Russell 2000 Index having higher price-to-book ratio and higher forecasted growth values.

Morningstar Lifetime Moderate 2050 Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is about 40 years away from retirement.

Morningstar Lifetime Moderate Income Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is at least ten years into retirement.

Morningstar Lifetime Moderate 2010 Index represents a portfolio of global equities, bonds and traditional inflation hedges such as commodities and TIPS. This portfolio is held in proportions appropriate for a U.S. investor who is near retirement.



Important Participant Notice Regarding Qualified Default Investment Alternative and Automatic Contribution Arrangement

HY-VEE, INC.
5820 WESTOWN PKWY
WEST DES MOINES, IA 50266-8223
(515) 267-2800

You have the right to direct the investment of retirement plan contributions among the investment options offered under the retirement plan. Properly investing retirement contributions is important for planning your future retirement income. You should consider your investment direction decision carefully. This notice provides information regarding where contributions submitted to the retirement plan for your benefit will be directed in the absence of your investment election. You may direct the investment of the retirement funds by visiting www.principal.com.

Automatic Enrollment

This retirement plan includes an automatic contribution arrangement that applies to new or re-hired full-time and regular-time participants and new or rehired part-time participants age 25 or older as they enter the plan as well as participants promoted to full-time or regular-time. This means that in the absence of a salary deferral agreement (which is an affirmative action by you to make a contribution election, which would include electing to contribute zero) you may have been or will be automatically enrolled in the retirement plan to defer 3%. If you are currently eligible for the plan, you will maintain your current salary deferral amount unless you elect a different salary deferral percentage.

The retirement plan also includes an automatic salary deferral increase provision. Salary deferral contributions for automatically enrolled participants will automatically be increased by 1% every October 1st up to 10%.

If you do not wish to be automatically enrolled, you may elect not to defer or to defer another percentage. If you affirmatively elect to make salary deferral contributions, or if you are automatically enrolled, and you do not provide an investment direction as to how contributions made on your behalf should be directed, then the contributions will be directed to the plan's investment option default discussed below.

Investment Option Default

If you have not provided complete, up-to-date direction as to how the account set up for you under the retirement plan is to be invested, the account will be invested under automatic rules. You need to understand these rules and make sure that you are comfortable with them or that you take action to direct the investment of the account according to your preferences. These rules state that, if we do not have complete investment directions from you, the retirement funds in the account and new contributions for which we do not have direction will be directed to PGI Principal LifeTime Collective Investment Trust (CIT), sub advised by Principal Global Investors. Your directions must be received at the Corporate Center of Principal Life Insurance Company.

See the table below to identify the PGI Principal LifeTime CIT that will apply based on your current age and when you will reach the plan's normal retirement date. For information on how you may make an investment direction election, please see the "Right to Direct" section below.

Normal Retirement Date	PGI Principal LifeTime Fund
2004 or earlier	PGI Principal LifeTime Strategic Income CIT
Between 2005 and end of 2014	PGI Principal LifeTime 2010 CIT
Between 2015 and end of 2024	PGI Principal LifeTime 2020 CIT
Between 2025 and end of 2034	PGI Principal LifeTime 2030 CIT
Between 2035 and end of 2044	PGI Principal LifeTime 2040 CIT
2045 or later	PGI Principal LifeTime 2050 CIT

Note: Neither the principal nor the underlying assets of the PGI Principal LifeTime CIT are guaranteed at any time, including the target date. Investment risk remains at all times.

To learn about the retirement plan's default investment option and related objectives, risk and return characteristics, and associated fees and expenses, please see the following description and attached investment information or Investment Option Summary included in the enrollment workbook for the PGI Principal LifeTime Fund that will apply.

Target Date portfolios are managed toward a particular target date, or the approximate date the investor is expected to start withdrawing money from the portfolio. As each target date portfolio approaches its target date, the investment mix becomes more conservative by increasing exposure to generally more conservative investments and reducing exposure to typically more aggressive investments. Neither the principal nor the underlying assets of target date portfolios are guaranteed at any time, including the target date. Investment risk remains at all times. Neither asset allocation nor diversification can assure a profit or protect against a loss in down markets. Be sure to see the relevant prospectus or offering document for full discussion of a target date investment option including determination of when the portfolio achieves its most conservative allocation.

Right to Direct

If you do not want retirement funds to be directed as indicated above, then you may elect to direct the retirement funds to investment options under the retirement plan by visiting The Principal Web site at www.principal.com and logging into the account or by calling 1-800-547-7754.

You may make changes to your investment direction as allowed under the retirement plan. This includes transferring any contributions from the applicable investment option default to another investment option. Transfers out of the investment option default are not subject to restrictions, fees or expenses¹ for a 90-day period, unless the fees and expenses are charged on an ongoing basis for the operation of the investment². See the attached investment information for information regarding restrictions, fees or expenses after the 90-day period.

Additional Information

For additional information about the investment option default or other investment alternatives under the plan please visit www.principal.com or contact Deb Gillman at (515) 327-2145 or Victor Roberts at (515) 267-2965.

¹ Includes surrender charges, liquidation or exchange fees, redemption fees and similar expenses charged in connection with the liquidation of, or transfer from, the investment option default.

² Includes investment management fees, distribution and/or service fees, "12b-1" fees, or legal, accounting, transfer agent and similar administrative expenses.

The Principal Global Investors Principal LifeTime Collective Investment Trusts (the "Funds"), are a series of collective investment funds maintained by Union Bond and Trust Company, (the "Trust Company") as trustee, pursuant to a Declaration of Trust effective as of January 1, 2009 (the "Declaration of Trust"). Trust Company has retained Principal Global Investors, LLC, a Delaware limited liability company ("the Adviser"), to serve as investment adviser with respect to the Funds, subject to the Trust Company's supervision and review. The Adviser is an indirect wholly owned subsidiary of Principal Financial Group, Inc. and is under common control with the Trust Company. The Adviser and the Trust Company are fiduciaries subject to the Employee Retirement Income Security Act of 1974, as amended.

Each Fund invests in units of underlying domestic and foreign equity, real estate investments, fixed-income, and other collective investment trusts maintained by the Trust Company (all of those underlying collective investment trusts collectively referred to as the "Underlying Funds"). The Trust Company has also retained the Adviser or other affiliated investment managers to serve as investment adviser to the Underlying Funds. The Funds charge trustee fees, which are paid to the Trust Company. To avoid fee stacking, the Funds will not incur additional trustee fees for Funds' investments in Underlying Funds. All investment advisory fees are paid out of the trustee fees.

Each Fund's investment in Underlying Funds is managed according to an asset allocation strategy designed for investors having an investment time horizon comparable to that of the particular Fund. A Fund's asset allocation will become more conservative over time as the Funds' target year nears and passes. The Funds are designed on the assumption that withdrawals by the Funds' unitholders will be gradual ones commencing in the relevant target year, not lump sum withdrawals of their entire allocation to the Fund as soon as the Fund's target year arrives.

The Funds are available only to certain qualified retirement plans. They are not mutual funds and are not registered with the Securities and Exchange Commission, the State of Oregon, or any other regulatory body. Units of participation in the Funds are not deposits or obligations or, guaranteed by or insured by, Union Bond & Trust Company or any affiliate, are not insured by the Federal Deposit Insurance Corporation or any other Federal or State government agency, and may lose value.

The value of the Funds will fluctuate so that when redeemed, shares or units may be worth more or less than the original cost.

Participation in the Funds is governed by the terms of the Declaration of Trust and a Participation Agreement between the Trust Company and the retirement plan's fiduciary. The retirement plan's fiduciary will also be provided with disclosure documents before the plan invests in the Funds.

The Declaration of Trust, Participation Agreement, and disclosure documents contain important information about investment objectives, risks, fees and expenses associated with investment in the Funds and should be read carefully before investing.

Equity investment options involve greater risk, including heightened volatility, than fixed-income investment options. Fixed-income investment options are subject to interest rate risk, and their value will decline as interest rates rise. Additionally there is no guarantee the investment options will provide adequate income at or through retirement.

Fixed-income and asset allocation investment options that invest in mortgage securities are subject to increased risk due to real estate exposure.

Asset allocation does not guarantee a profit or protect against a loss. Investing in real estate, small-cap, international, and high-yield investment options involves additional risks.

Eligibility and Entry

You are eligible to join the 401(k) plan if you:

- are at least age 19 and
- an employee of Hy-Vee.

You are eligible for a company match contribution if you:

- are at least age 19 and
- are employed on the last day of the fiscal year.

Once you meet the eligibility requirements, you may make elective contributions to the 401(k) plan at anytime.

Pay

In general, pay is total pay from Hy-Vee, including 401(k) contributions, overtime, commissions and bonuses. Your employer can provide more detailed information.

Salary Deferral Contributions

If you are a new or rehired full-time or regular-time employee or a part-time employee that is over age 25, you will be automatically enrolled to contribute 3% of your pay (including bonus) each period unless you choose a different percentage. In addition, your percentage will be increased by 1% each year for the next 7 years until you reach 10% unless you choose otherwise.

You may choose to contribute from 1% to 100% of your pay or a fixed dollar deduction to the 401(k) plan each pay period.

You may make a separate election for your salary deferral and your bonus/commission deferral. Your taxable income is reduced by the amount you contribute through salary deferral. This lets you reduce your current income taxes. Your total salary deferral in 2014 may not be more than \$17,500. Your maximum deferral percentage and/or dollar amount may also be limited by IRS regulations.

If you are 50 years old or older during the plan year, have met the annual IRS Deferral Limit or the specified plan limit for deferrals, you may contribute a catch-up deferral of up to \$5,500 in 2014 if you think you qualify and are interested in contributing catch-up deferrals, contact your Plan Administrator for more details.

Roth Salary Deferral Contributions

Roth contributions are another option to designate your salary deferral contributions as of January 1, 2007.

Roth salary deferral contributions are made on an after-tax basis. You may designate any amount of the available deferrals for a plan year as Roth salary deferral contributions. The Roth salary deferral contributions plus your pre-tax salary deferral contributions are counted toward the maximum salary deferral contribution amount and salary deferral contribution percentage mentioned above. Distributions from your Roth salary deferral contribution account will be tax-free if the distribution meets the qualified distribution requirements of being at least 59 1/2 years old, death or disability and have maintained the Roth salary deferral account for at least 5 taxable years.

Salary Deferral Changes

You may stop making salary deferral contributions at any time. You may change your salary deferral amount anytime.

Employer Contributions

Hy-Vee may make a discretionary 401(k) matching contribution at the end of the plan year.

Employer contributions may change in the future.

Rollover Contributions

You may be allowed to rollover into this plan all or a portion of the retirement funds you have outside this plan. You may then withdraw all or a portion of your contributions. The number of withdrawals may be limited. To receive additional information contact your Plan Administrator or call 1-800-547-7754 or visit us at principal.com.

Vesting

You are always 100% vested in the contributions YOU choose to defer. You cannot forfeit these contributions.

You are vested in Hy-Vee contributions based on your years of vesting service beginning with your original date of hire in which you have:

- worked 1,000 hours:

Years	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Investments

You are able to direct the investment of the retirement account balance by choosing among several investment options.

In order for you to make informed investment decisions, it is important that you read the investment material (including prospectuses if applicable) available from your plan sponsor.

You may also obtain this information by calling our Client Contact Center at 1-800-547-7754.

You may elect the investment direction of all contributions to the retirement plan. Please see the Summary Plan Description for details.

For detailed information about your investment options, please visit us at principal.com or contact us at 1-800-547-7754.

Investment Mix Changes

You may change your investment direction for future contributions anytime.

Note that when transferring existing balances from one investment option to another, redemption fees or restrictions on transfer frequency may apply. Refer to the redemption fee and transfer restriction policy as you log into principal.com to view your account information or contact your Plan Administrator. Changes made through TeleTouch® (1-800-547-7754) and the Internet are free. A charge will apply to all paper requests.

Account Information

You may obtain account information through:

- Retirement Plan Statement (quarterly)
- TeleTouch®
- Internet

Expenses

Plan administrative expenses are paid from the total investment expense of one or more of the plan's investment options.

When You Receive Benefits

Benefits are payable at:

- Retirement
- Age 59 ½ and still working
- Death
- Disability*
- Termination of Employment

You may also withdraw voluntary after-tax contributions and rollover contributions at any time.

*Must cease employment to receive this benefit

Loans

You may borrow up to 50% of your vested account balance or \$50,000 (whichever is less). The minimum loan amount is \$1,000. You may have 2 loans outstanding at one time. The interest rate will be determined when you apply for your loan. You pay back both the principal and interest directly to your account through payroll deduction. The loan must be repaid within a 5-year period. See your loan administrator for additional details.

Other Information

Your salary deferral contributions are included in the wages used to determine your social security taxes.

This summary includes a brief description of your employer's retirement plan. If there are any discrepancies between this summary and the plan document, the plan document will govern. Contact your employer if you would like to see the plan document.

Most withdrawals/distributions are subject to taxation and required withholding. Check with your financial/tax advisor on how this may affect you.

The Principal is required by the IRS to withhold 20% of any distribution eligible for rollover if it is not directly rolled over to another eligible retirement plan, an IRA, or used to purchase an annuity to be paid over a minimum period of the lesser of 10 years or the participant's life expectancy. This withholding will offset a portion of federal income taxes you owe on the distribution.

The retirement account may be affected differently by individual state taxation rules. Contact your tax advisor with questions.

Retirement specialists from The Principal are available to answer questions about the retirement plan, too. Please call 1-800-547-7754, Monday through Friday, 7AM - 9PM (Central Time).

To find out more information about the Principal Financial Group®, visit our home page at principal.com.

Contract/Plan ID Number 4-13056

Insurance products and plan administrative services are provided by Principal Life Insurance Company. If applicable, Access Funds are mutual funds offered through Princor Financial Services Corporation, 1-800-547-7754, member SIPC. Princor and Principal Life are members of the Principal Financial Group, Des Moines, IA 50392.

Before investing in mutual funds, investors should carefully consider the investment objectives, risks, charges and expenses of the fund. This and other information is contained in the free prospectus, which can be obtained from your local representative. Please read the prospectus carefully before investing.



Principal Self-Directed Brokerage AccountSM

With the Principal Self-Directed Brokerage Account, you make the moves. You choose the individual stocks, bonds and mutual funds to which you would like to direct your contributions.¹ You then manage your own investment decisions.

The Principal Self-Directed Brokerage Account features

- Online trading, including research and quote information.
- Access to both the brokerage account and core investment options through one Internet site.
- The ability to make daily updates to the brokerage account balance by calling 1-800-547-7754 or going to the participant website.
- The ability to transfer retirement funds between core investment options and the brokerage account overnight.
- The ability to bypass core investment options and make contributions directly into the brokerage account.
- No minimum or maximum account balance restrictions, and no minimums for initial and subsequent account transactions.¹

An opportunity for you

The Principal Self-Directed Brokerage Account offers you:

More choices — You'll have access to a broader range of investment options.

Greater control — The Principal Self-Directed Brokerage Account gives you nearly complete control over your investment option choices.

Flexibility — Every plan participant is different. The Principal Self-Directed Brokerage Account lets you choose investment options that may be suited for your individual needs.

¹ Some mutual fund families may have minimums for purchases.

A suitable match for the seasoned investor

While the Principal Self-Directed Brokerage Account can be part of a solid retirement strategy, it isn't right for every participant. Here are some things to consider:

Educate yourself — Before choosing an investment option, always get as much information as possible.

Diversification is important — Diversification means spreading investment options among various asset classes. While no investment strategy, such as asset allocation or diversification, can guarantee a profit or protect against loss, it may help you offset risk in case one investment option in your portfolio performs poorly.

Risk vs. return — Find out your risk tolerance for investing. This will help you select the investment options that best meet your needs.

Account management — With the Principal Self-Directed Brokerage Account, you make your own investment decisions.

Before investing in the brokerage account, you should review the how-to guide available on the participant website via the personal account login at principal.com. A printed copy of the guide can be ordered by calling our Trade Desk at 800-691-4851.



WE'LL GIVE YOU AN EDGE®

Principal Life Insurance Company, Des Moines, Iowa 50392-0001, principal.com

Investors should carefully consider mutual fund's investment objectives, risks, charges, and expenses prior to investing. A prospectus, or a summary prospectus if available, containing this and other information can be obtained by visiting principal.com or calling the Trade Desk at 1-800-691-4851. Read the prospectus carefully before investing.

Insurance products and plan administrative services are provided by Principal Life Insurance Company. Securities are offered through Princor Financial Services Corporation ("Princor"), member SIPC, 1-800-547-7754, and/or independent broker dealers. Securities sold by a Princor Registered Representative are offered through Princor. Princor and Principal Life are members of the Principal Financial Group®, Des Moines, IA 50392.

Clearing services are provided by Pershing, a BNY Securities Group Company, Solutions from The Bank of New York Company, Inc., One Pershing Plaza, Jersey City, New Jersey, 07399. Pershing LLC Member FINRA, SIPC. The Principal Financial Group is not affiliated with Pershing LLC, BNY Securities Group or their member companies.

No investment strategy, such as asset allocation or diversification, can guarantee a profit or protect against loss in periods of declining values.

403(b) plans may only invest in mutual funds per requirements from the Internal Revenue Code (IRC) section 403(b)(7).

Self-Directed Brokerage Account fee summary

Fees for the Principal Self-Directed Brokerage AccountSM are summarized below. These fees only apply to retirement plan participants who select the Principal Self-Directed Brokerage Account.

	Description	Fee
Annual Fee	Fee for having an open Principal Self-Directed Brokerage Account, collected quarterly	\$75
Transaction Fee	Flat fee for equities and mutual funds	\$25 via Internet \$35 assisted by representative <i>Note: The mutual fund family may charge a sales fee on loaded funds in addition to the transaction fee noted above.</i>
	Flat fee for fixed income securities	\$35 assisted by representative
Miscellaneous Fee	Fees for miscellaneous services	• Legal Item: \$60 per issue
		• Inactive Fee (annual): \$25
		• Redemption Fee (FundVest): \$50 <i>Note: The Mutual Fund families may charge short-term trading fees in addition to the redemption fees listed above.</i>
		• Reorganization Items: - non-mandatory: \$20
		• SEC Transaction Fee: A fee collected by the Securities and Exchange Commission
		• Transfer of Accounts/Outbound: \$25
		• Dividend Reinvestment: \$1 per item (\$3 minimum to reinvest)

Legal Item: A security taken into an account that requires re-registration or has any attachments other than a stock or bond power (e.g., corporate resolution, third party release letter, death certificate, birth certificate, etc.).

Inactive Fee: Fee charged on an account holding a security position for a calendar year without generating a trade.

Funds Wired: Fed funds wired from the brokerage account to another institution or bank.

FundVest: A list of no-load mutual funds that may be purchased transaction-free by participants utilizing the Self-Directed brokerage option. The standard transaction fee is \$25. A minimum purchase of \$500 is required for FundVest funds. In addition, some mutual families may have minimums for purchases.

Redemption Fee: A fee collected by Pershing if a FundVest fund is redeemed within six months of purchase.

Note: The mutual fund families may charge short-term trading fees in addition to the redemption fees listed above.

Reorganization Items: A change in the securities outstanding, such as trades relating to tender offers, bond calls, preferred stock redemptions, stock splits, reverse stock splits, and mergers/acquisitions.

SEC Transaction Fee: A fee collected by the Securities and Exchange Commission that is designed to cover costs incurred by the government for the supervision and regulation of securities markets and securities professionals.

Transfer of Accounts/Outbound: Transfer of the brokerage account from Prncor Financial Services Corporation to another institution.

Dividend Reinvestment: Fee charged on automatic reinvestment of dividends.

Misc Fees: Some investment options may have additional fees assessed by the issuer (such as American Depository Receipts pass through fees and ETFs management fees) and passed on to investors.



WE'LL GIVE YOU AN EDGE®

Securities are offered through Prncor Financial Services Corporation, 1-800-547-7754, member SIPC, and/or independent broker/dealers. Securities sold by a Prncor Registered Representative are offered through Prncor®. Prncor® is a member of the Principal Financial Group®, Des Moines, IA 50392.

Clearing services are provided by Pershing, a BNY Securities Group Company, Solutions from The Bank of New York Company, Inc., One Pershing Plaza, Jersey City, NJ 07399. Pershing LLC Member FINRA, SIPC. The Principal Financial Group is not affiliated with Pershing LLC, BNY Securities Group or their member companies.



**Principal Life Insurance Company
Princor Financial Services**

Des Moines, IA 50392-0001
1-800-986-3343
www.principal.com
A member of the Principal Financial Group®

Brokerage Account – Employee Account Opening

This Form establishes the terms and conditions by which Princor Financial Services Corporation (“Princor”) will provide self-directed brokerage accounts for utilization by the Plan Member noted below. For convenience Princor and the Plan Member may be referred to as “parties” and each as a “party”. All information must be completed and the form must be signed for both a new Brokerage Account or re-opened Brokerage Account.

Plan Information

New Principal Self-Directed Brokerage Account Re-open Principal Self-Directed Brokerage Account

Contract/Plan Identification Number

Plan Name

Plan Member Information

Last Name	First Name	Middle Initial	Social Security Number
Address			
City		State	ZIP Code
Email Address (where confirmations and statements will be sent)			

The standard method of sending confirmations and statements will be electronically. Paper is Yes No available as an option. Do you consent to receive your confirmations and statements electronically?

Provisions regarding communications are found in Section 4.6 of this Form.

Questionnaire

Are you, or any member of your family, affiliated with or a member of a stock exchange or FINRA? Yes No

If yes, please explain. (If you answer yes, Princor cannot open an account without an approving letter from your employer.)

Are you a “restricted person” as the term is defined under FINRA’s free riding and withholding rule? Yes No

If yes, please explain.

Are you a director, policy making officer or 10% shareholder of a publicly traded company? Yes No

If yes, please explain.

Signature

The above Plan Member chooses to utilize the Principal Self-Directed Brokerage AccountSM made available under the above named Plan to invest part or all of the Plan Member’s retirement account. Plan Member has reviewed the terms of this Form and agrees to abide by them. By signing on this page, the parties indicate their agreement to all the terms of this Form and that their signatures shall have the same effect as though the parties had signed at the end of this Form.

Plan Member		Princor Financial Services Corporation	
Plan Member Signature X		Princor Financial Services Corporation Representative Signature X	
Name		Title	
Date		Date	

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Section 1 – Overview

The sponsor of the Plan (“Plan Sponsor”) has selected Princor Financial Services Corporation (Princor) and the Principal Self-Directed Brokerage Account to implement the self-directed brokerage account feature provided under the Plan. Under this feature, a separate self-directed brokerage account (“brokerage account”) will be established for the Plan Member.

All provisions of the Self-Directed Brokerage Account Agreement between Princor and the Plan Sponsor shall apply to the Plan Member, unless specifically stated otherwise in this Form.

Certain types of securities (e.g., options) and securities transactions (e.g., margin transactions) will not be permitted, as is discussed in more detail in Section 2.3 below.

In order to open a brokerage account, the Plan Member must fully, completely, and accurately fill in this Form and deliver it to the Plan Sponsor. If the Form is not fully, completely, and accurately filled in, it will be returned to the Plan Member.

Section 2 – Self-Directed Brokerage Accounts

- 2.1 The Plan Member acknowledges that the securities that may be purchased for the brokerage account are offered through a Registered Broker-Dealer. The securities that may be purchased or sold are:
- not insured by the Federal Deposit Insurance Corporation (FDIC)
 - not deposits or other obligations of Princor and are not guaranteed by Princor, and
 - subject to investment risks, including possible loss of principal invested.
- 2.2 The Plan Member shall, as a condition of continuing the brokerage account, provide such representations and warranties as may be required by Princor, which may include the matters (including updates) covered in the questions on the first page of this Form or other matters. The Plan Member shall promptly provide Princor with any and all changes to information contained on this Form.
- 2.3 Parameters.
- a) The brokerage account will be a standard account for brokerage services wherein all purchases are made on a cash basis and all sales of securities must be of those presently held in the brokerage account and freely transferable (including, where appropriate, properly endorsed, registered and fully negotiable stock certificates). Transactions with borrowed funds, marginable securities or posting cash as collateral will not be permitted. Notwithstanding the foregoing, nothing in this Form should be construed as limiting the brokerage account’s losses or liability for losses in excess of funds available in the brokerage account.
 - b) The Plan Sponsor has identified the securities available under the self-directed brokerages account feature. Trading will be limited to such securities (and to such securities and transactions as can reasonably be accommodated within the applicable data processing systems of Princor and its relevant affiliates or designees.
 - c) The brokerage account shall not be permitted to trade the following products: options (whether on securities, indices, futures); futures; commodities; foreign securities (although American Depository Receipts on foreign securities may be permitted); currencies; limited partnerships; over-the-counter stocks traded on the “Bulletin Board” or in the “pink sheets;” promissory notes; real estate; collectibles; municipal bonds; unit investment trusts; or certificates of deposit. Furthermore, the brokerage account shall not be permitted to enter orders for or hold securities issued by the Plan Sponsor or an affiliate of the Plan Sponsor. Additional restrictions and criteria determined by the Plan Sponsor shall be set forth and communicated to the Plan Member by the Plan Sponsor. Princor shall effect transactions for brokerage accounts only in accordance this Form, the Brokerage Account Agreement, and the relevant provisions of the Plan, as directed by the Plan Member.
 - d) Princor, by providing the availability to place trades electronically, does not recommend, endorse, or promote what is commonly referred to as a “day trading” strategy. The Plan Member understands that the brokerage account is provided under a retirement plan, and investment objectives are long term. If improper activities occur in the brokerage account, Princor reserves the right to limit or terminate the brokerage account.

2.4 Plan Member Directions. Upon establishment of the brokerage account by Princor, the Plan Member shall be the sole person who can give directions with respect to the activities in the brokerage account, including, but not limited to, the following:

- a) buying, selling and otherwise dealing in, through Princor as a broker-dealer, securities in the brokerage account, subject to limitations on securities and transactions described in this Form;
- b) receiving and disposing of money, securities and/or other property in the brokerage account, subject to limitations on distributions established by under the Plan;
- c) receiving information and communications relating to the brokerage account, including notices relating to securities offerings, allocations, prospectuses, proxy materials, confirmations, and statements of every kind relating to such brokerage account (collectively, "Account Communications");
- d) designating the method and address for delivery of Account Communications; and
- e) voting shares held in the brokerage account, making dividend elections related to shares held in the brokerage account and taking any and all other actions required by a holder of securities in the brokerage account. The Plan Member understands and acknowledges that if the Plan Member does not vote the shares, then those shares shall not be voted at all.

2.5 Responsibilities Regarding Certain Securities.

- a) Proxy materials and any other materials furnished by issuers of securities held in a the brokerage account, including annual reports, quarterly reports and notices of meetings, shall be forwarded to the Plan Member and the Plan Member is solely responsible for taking any actions desired or necessary in connection with such materials.
- b) Any materials related to dividends, interest or subscription rights furnished to Princor or its clearing firm by issuers of securities held in a brokerage account shall be provided to the appropriate Authorized Plan Member. The Authorized Plan Member is responsible for taking all actions desired or necessary in connection with such materials, which include but are not limited to, making any dividend elections.
- c) The Plan Member is responsible for knowing the rights and terms of all securities in a brokerage account. Except as may be required by law or regulatory authorities, Princor and its clearing broker or other designee(s) are not obligated to take any action on the Plan Member's behalf, including with respect to the brokerage account, without specific instructions from the Plan Member.
- d) Certain securities, which include, but are not limited to, convertible securities and securities subject to tender or exchange offers, may grant the holder valuable rights that expire or terminate in the event required actions are not taken, and Princor is not obligated to notify the Plan Sponsor or any Plan Member of any expiration or redemption dates. Furthermore, Princor shall not, regardless of whether a security is to expire worthless or be redeemed for significantly less than fair value, take any action such as selling the security and crediting the brokerage account without appropriate direction.
- e) Reorganizations relating to securities, which include but are not limited to, stock splits and reverse stock splits, may cause a different number of shares of a security to be held or available in an SDB Account. If, due to a reorganization or similar event, a Plan Member sells more shares than is held by an SDB Account or is otherwise exposed to risk, Princor shall not be responsible for any losses incurred. Further, the Plan and Plan Members may be restricted from selling shares delivered pursuant to reorganization until such time as such securities clear legal transfer, as required by Princor in its reasonable discretion.

2.6 Transactions and Settlements.

All orders from the Plan Member for the purchase or sale of securities will be authorized by the Plan Member and executed with the understanding that an actual purchase or sale is intended and that it is the Plan Member's intention and obligation, in every case, to deliver securities held in the brokerage account, or cause them to be delivered, to cover any and all sales or to pay for transactions upon Princor's demand.

2.7 Order Execution.

- a) Princor does not provide direct access to the marketplace nor does it internally or automatically execute orders. Princor shall use its best efforts to ensure that orders properly entered by the Plan Member are routed to the marketplace for execution within a reasonable time period. Such time period is anticipated to be within seconds: orders, however, in Princor's sole discretion, be subject to manual review and entry, which

will cause delays in the processing of orders. Further, multiple parties, systems and other requirements or circumstances (for example, periods of heavy trading or unusually volatile markets, sometimes known as fast markets) may cause delays in executing orders.

- b) The price at which an order is executed may be different from the price at which the security trades at the time the order is entered with Princor.
- c) Order execution is subject to events beyond Princor's reasonable control and Princor disclaims responsibility or liability for these events.
- d) Orders to purchase securities require available funds equal to or greater than the purchase price of the securities prior to the trade date. Orders inadvertently accepted or executed without available funds in the brokerage account will be subject, at Princor's discretion, to cancellation or liquidation. Available Funds means the sum of Cash Account funds and credit interest balances, plus funds receivable from settled sales, minus funds needed to pay for recent purchases and minus funds needed to pay for any open orders and minus any uncleared deposits.
- e) Orders to sell securities require that the securities be held in street name for the brokerage account and freely transferable (properly endorsed, registered and fully negotiable stock certificates, if applicable) prior to the entry of a sell order. Any order inadvertently accepted or executed without the proper securities in the brokerage account shall be subject to cancellation.
- f) The Plan Member shall promptly notify Princor in the event:
 - (i) an order was placed for which the Plan Member did not receive an order number;
 - (ii) an order was placed for which the Plan Member did not receive an accurate acknowledgement (whether through hard copy, electronically, or verbally) of the order or its execution;
 - (iii) the Plan Member received an acknowledgement (whether through hard copy, electronic, or verbally) of an execution for an order which the Plan Member did not originate or any similar circumstance; or
 - (iv) the Plan Member becomes aware of any unauthorized use of an Identification Code (defined below).

2.8 Order Cancellation or Modification. The right or ability to cancel or modify an order is not guaranteed by Princor. An order shall be cancelled or modified by Princor only if the request is received in the marketplace and matched with the order entered before the order is executed. Market orders and limit orders that are marketable are subject to immediate execution. It is rarely possible to cancel or modify a market order or a marketable limit order and Princor assumes no responsibility for the failure to cancel or modify a market order or a marketable limit order. Further, multiple parties, systems and other requirements or circumstances (for example, periods of heavy trading or unusually volatile markets, sometimes known as fast markets) may cause delays in and/or prevent canceling or modifying orders.

2.9 Notification of Discrepancies. The Plan Member shall:

- a) promptly examine and compare all reports, statements, confirms, reports of execution or brokerage account status or activity for accuracy and completeness and report any error or discrepancy to Princor.
- b) Princor shall not be responsible for any losses resulting from execution errors not reported in writing or via electronic mail to Princor within two days after confirmation is provided to the Plan Member and within 10 days after a statement is delivered to the Plan Member. Notwithstanding anything to the contrary in this Form, Princor reserves the right to determine the validity of any objections to information contained in confirmations or statements.
- c) Account statements will be prepared monthly for the brokerage account while active and quarterly while inactive. Account statements will include security and financial transactions through the last Friday of the current month, or December 31.

2.10 Restrictions on Trading. Princor, at any time, at its sole discretion and without prior notice to the Plan Member, may prohibit or restrict trading in the brokerage account.

Section 3 – Fees

- 3.1 Commissions and Fees. All commissions, other transaction costs and charges, expenses, as they exist from time to time, and taxes (collectively, “Charges”) in connection with the brokerage account and transactions for the brokerage account shall be paid from the brokerage account as described herein. All Charges shall be debited from the brokerage account at the time incurred by such brokerage account or in accordance with any other payment terms that may be established by Princor from time to time. A schedule of Charges and payment terms is attached as an exhibit hereto, and may be amended upon 60 days advance notice by Princor to the Plan Member. Such amendment shall become effective 60 days after mailing to the Plan Member, irrespective of whether it is received. All provisions of the Self-Directed Brokerage Account Agreement between Princor and the Plan Sponsor shall apply to the Plan Member, unless specifically stated otherwise in this Form.
- 3.2 Liquidation of Plan Assets. The following liquidation order will apply when a payment is to be made from the brokerage account, the Plan Member has given no directions as to the securities to be liquidated, and there are insufficient funds in the cash account to perform the required request:
- Cash or cash equivalents
 - No load, no transaction fee mutual funds, in alphabetical order
 - No load mutual funds, in alphabetical order
 - Load mutual funds, in alphabetical order
 - Bonds, in alphabetical order
 - Common and preferred stocks, in alphabetical order

Section 4 – Communications

- 4.1 Instructions. Princor shall be deemed to have received appropriate instructions or directions upon receipt of such instructions or directions, or in the case of cash movement, written instructions or directions, with respect to the brokerage account, signed or given by the Plan Member. Appropriate instructions or directions shall include instructions or directions sent to Princor or its designee by letter, memorandum, telegram, cable, telex, telecopy facsimile, electronic mail or similar means of communication. Princor reserves the right to request confirming instructions.
- 4.2 Presumption of Receipt of Communications. Communications relating to a brokerage account (including confirmations, statements, and prospectuses) shall be delivered to the electronic mail address or mailing address provided by the Plan Member. Until Princor has received written notice of any different address, communications delivered or mailed to the electronic mail address or mailing address provided for a Plan Member shall be deemed to have been personally delivered to the Plan Member, whether actually received or not.
- 4.3 Other Communications. Notices and communications, if not legally required to be delivered in writing, may be delivered verbally. Verbal notice and communications delivered to an answering machine or voice mail message box maintained at a phone number provided by the Plan Member shall be deemed to have been delivered to the Plan Member, whether actually received or not.
- 4.4 Recording Conversations and Monitoring Electronic Communications. The Plan Member, agrees and expressly consents to Princor’s and its designee’s electronic recordation of any telephone conversations between Princor and the Plan Member and to the monitoring of electronic communications.
- 4.5 On-Line, Telephonic, and Other Services. Princor shall provide to the Plan services available through Princor’s Internet based website and touchtone telephone services. Princor reserves the right to suspend service and deny access to the electronic trading systems without prior notice during scheduled or unscheduled system maintenance, repairs, or upgrades. Use of these services involves the use of passwords, including User IDs and Personal Identification Numbers (collectively referred to as “Identification Codes”). The Plan Member is the sole and exclusive owner of the Plan Member’s Identification Codes. The Plan Member represents and warrants that the Plan Member will:
- a) take all reasonable precautions to prevent unauthorized use of the Plan Member’s Identification Codes;
 - b) take all reasonable steps to assure the confidentiality of the Plan Member’s Identification Codes;

- c) immediately report to Princor any unauthorized use of any of the Plan Member's Identification Codes;
- d) be solely responsible for use and protection of Identification Codes.

4.6 Electronic Delivery of Communications. THIS PARAGRAPH CONTAINS THE PLAN MEMBER'S CONSENT TO DELIVERY OF COMMUNICATIONS TO ELECTRONIC MAIL ADDRESSES DESIGNATED BY THE PLAN MEMBER AND INFORMATION RELATING TO WITHDRAWING SUCH CONSENT.

- a) The Plan Member hereby consents to and authorizes Princor to deliver Account Communications to electronic mail addresses designated by the Plan Member. The parties may mutually agree in writing to some other addresses or methods of communication.
- b) Communications delivered to electronic mail addresses may direct the recipients to a website containing additional information. Delivery of Account Communications to electronic mail addresses designated by the Plan Member shall constitute effective delivery of the information required to be delivered therein whether or not persons other than the Plan Member have access to or review such Account Communications.
- c) The Plan Member may withdraw consent to electronic delivery of communications, including Account Communications, by telephone or by physical or electronic delivery of notice to those addresses provided by Princor; provided, however, that Princor shall have the right to terminate a brokerage account in such circumstances. The Plan Member may designate a mailing address for physical delivery of brokerage account statements and confirmations and such designations will not permit Princor to terminate the brokerage account.
- d) Electronic receipt of communications may cause the Plan Member to incur costs including but not limited to acquisition computers and technology. Electronic receipt of communications requires the Plan Member to have computers providing electronic mail addresses, Internet access and the ability to download "PDF" files using "Adobe Acrobat" (which may be downloaded at no cost through a link provided at Princor's website). The Plan Member hereby acknowledges that she or he has access to view communications via PDF and "HTML" formats.
- e) Princor may amend the terms regarding delivery of electronic communications by physical delivery or electronic delivery of notice of changes to the Plan Member, or by placing notice of such changes on Princor's website.

4.7 Market Data. Princor or its designee(s) may provide the Plan Member with Market Data (defined below) which is supplied from Information Providers (as defined below) who have a proprietary interest in the Market Data. The Plan Member hereby acknowledges and agrees as follows with respect to Market Data supplied by Information Providers:

- a) Each Information Provider has a proprietary interest in the Market Data that originates on or derives from it or its markets.
- b) The Plan Member must use Market Data only for the Plan Member's individual non-business use and shall not provide Market Data to any person or entity.
- c) This Form confers third-party beneficiary status on the Information Providers solely for purposes set forth in this paragraph 4.7. Princor is authorized by, on behalf of, and for the benefit of Information Providers to take any action, receive any communication or payments, or provide notification as required under this paragraph 4.7 and their agreements with any such Information Provider unless an Information Provider provides the Plan Sponsor with written notice to the contrary.
- d) If in their judgment, Information Providers determine that the Plan Member has misappropriated or misused Market Data or otherwise breached the provisions of this paragraph 4.7 or any applicable agreement with an Information Provider, Princor may terminate this Form and discontinue providing Market Data to the Plan Member or terminate a brokerage account. The Plan Member agrees that Information Providers may enforce this paragraph 4.7 against the Plan Member and may also take action against any person that wrongfully obtains such Market Data, by legal proceeding or otherwise. In the event an Information Provider is the prevailing party in any legal proceeding against the Plan Member for a breach of this paragraph 4.7, the Plan Member shall pay reasonable attorney's fees the Information Provider incurs in enforcing this paragraph 4.7 against the Plan Member.
- e) Information Providers may discontinue disseminating any category of Market Data, change or eliminate any transmission method and change transmission speeds or other signal characteristics at any time to the Plan

and the brokerage accounts. Information Providers do not guarantee the timelines, sequence, accuracy or completeness of Market Data. Market Data may: (i) be inaccurate, erroneous, incomplete or omit relevant data or (ii) be delayed, interrupted or halted in transmission whether due to the fault, negligent act or omission of the Information Provider or another party, or to forces beyond their reasonable control. The Plan Member releases and agrees to hold harmless Information Providers for any loss or damages to the Plan and the brokerage accounts that may result from actions described in this clause (e).

- f) “Information Providers” refers to any exchange, organization, association, or group of persons, including any electronic communications network, whether incorporated or not, that maintains or provides a marketplace or facilities and which performs functions commonly performed by a stock exchange, and which is required to disseminate information relating to securities or other financial instruments, products, vehicles or devices. “Market Data” includes quotations for securities transactions or last sale information for completed securities transactions, reported by Information Providers in accordance with federal securities regulations, and all information based upon any such information.

4.8 Privacy Policy. The Plan Member shall be subject to Princor’s privacy policy as such is in effect from time to time and made available on Princor’s website. Princor shall deliver a copy of its current privacy policy to the Plan Sponsor.

Section 5 – Responsibilities of Princor

5.1 Brokerage Activities. Princor shall be responsible for the performance of such duties as are expressly set forth herein and in instructions from the Plan Member which are not contrary to the provisions of this Form and the terms of the self-directed brokerage account feature established by the Plan Sponsor. Princor shall exercise due care in the performance of its services hereunder.

Section 6 – No Investment Advice

6.1 Neither Princor nor its registered representative shall render investment advice recommend securities, review investment objectives or provide investment counseling to the Plan Member, which matters shall be the sole and exclusive responsibility of the Plan Sponsor or agents appointed by the Plan Sponsor, and with respect to which matters Princor shall not have any responsibility or liability. The Plan Sponsor has determined the investment selections available within the self-directed brokerage account feature of the Plan. The Plan Member shall direct the investment activities in the brokerage account. Princor shall not solicit transactions. Princor shall not review transactions for suitability as these transactions are not solicited. Furthermore, Princor has not and shall not render tax or legal advice regarding the self-directed brokerage account feature or the brokerage account s. The Plan Sponsor has acknowledged that Princor’s employees are not authorized to give advice and neither the Plan Sponsor, Plan Member or any other agents of the Plan shall seek or rely upon any communications from Princor or any of its employees or its registered representatives as advice.

6.2 Research. Princor may provide research from Princor’s affiliates or other parties which research is not customized for any particular person or circumstance. Such research is not, and is not intended to be, a recommendation with respect to the suitability of any purchase, sale, security, transaction or investment strategy. Princor shall identify the source of the information and other materials provided. While Princor believes the sources of research information provided by it to be reliable, it does not check the accuracy of such information and use of those materials is at the user’s sole risk.

Section 7 – Additional Limitations of Liability and Disclaimers

7.1 Disclaimers.

- a) NEITHER PRINCOR, THE CLEARING BROKER(S) NOR THEIR AFFILIATES, SUBSIDIARIES, OFFICERS, EMPLOYEES, OR AGENTS SHALL BE LIABLE FOR ANY CONSEQUENTIAL, INCIDENTAL, SPECIAL, OR INDIRECT DAMAGE (INCLUDING LOST PROFITS, TRADING LOSSES AND DAMAGES) THAT RESULT FROM ANY USE, DELAY OR LOSS OF THE SERVICES OR THAT RESULT FROM ANY FORCE MAJEURE EVEN IF PRINCOR HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

- b) Princor shall be under no duty or obligation to review the securities held in the brokerage account with respect to prudence or diversification and shall not be liable with respect thereto.
- c) Princor shall not be liable for any loss or diminution in the value of securities held in the brokerage account for its actions taken in reliance upon an instruction from the Plan Member.
- d) Princor shall not be liable for any claims with respect to the handling, mishandling, or loss of any order arising from the misuse of an Identification Code or the unauthorized use of Identification Code which was not immediately reported to Princor when known to the Plan Member or any other agent of the Plan.

7.2 **SIPC Coverage.** Princor is a member of the Securities Investor Protection Corporation (“SIPC”). SIPC currently protects assets in the brokerage account up to \$500,000, of which no more than \$100,000 may be in cash. (Money market balances are securities, not cash.) Account protection provided by SIPC does not cover the market risks associated with investing.

Section 8 – Dispute Resolution

8.1 **ARBITRATION DISCLOSURES.** This Agreement contains a mandatory arbitration provision which shall apply to any controversy or claim involving Princor and relating to the Plan, Plan Sponsor, this Agreement or any SDB Account or that otherwise arises between the Plan, the Plan Sponsor, the Trustee, or Princor. The parties are aware of the following:

- a) Arbitration is final and binding on the parties.
- b) The parties are waiving their right to seek remedies in court, including the right to a jury trial.
- c) Pre-arbitration discovery is generally more limited than and different from court proceedings.
- d) The arbitrators’ award is not required to include factual findings or legal reasoning and any party’s right to appeal or to seek modification of rulings by the arbitrators is strictly limited.
- e) The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.

8.2 **Class Actions.** No person shall bring a putative or certified class action to arbitration, nor seek to enforce any pre-dispute arbitration agreement against any person who has initiated in court a putative class action; or who is a member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until:

- a) the class certification is denied;
- b) the class is decertified; or
- c) the customer is excluded from the class by the court.

8.3 **Dispute Resolution.**

- a) In the event of any controversy or claim that arises out of or relates to (i) this Form, (ii) a transaction in the brokerage account, (iii) Princor, and involves the Plan, Plan Sponsor, this Form, or the brokerage account, or (iv) relates to or arises between or among the Plan, the Plan Sponsor, the Trustee or Princor, whether prior to, on or after the date of this Form the Plan Member agrees to first present any such controversy or claim to the Plan Sponsor for resolution.
- b) If the controversy or claim in question cannot be resolved to the mutual satisfaction of the parties, then the parties agree to settle the controversy by arbitration through the facilities of and in accordance with the rules of the National Association of Securities Dealers Dispute Resolution, Inc.
- c) Any dispute not required to be submitted to arbitration and in which other parties do not consent to arbitration or any other dispute not submitted to arbitration shall be resolved in a court of competent jurisdiction located in Des Moines, Iowa and the parties hereby waive any objections to such venue.

Section 9 – General Provisions

- 9.1 Capacity and Authority to Contract. Each individual signing this Agreement on behalf of Princor represents and warrants that she or he has, individually or in concert with any other persons signing this Agreement on behalf of Princor, the authority to sign this Agreement and thereby bind Princor to the terms and conditions of this Agreement. The Plan Member represents and warrants that she or he has the authority to sign this Agreement and thereby bind herself or himself to the terms and conditions of this Agreement. The parties represent and warrant that this Agreement, once fully executed, shall be a valid and legally binding obligation upon them.
- 9.2 Governing Law. This Agreement shall be construed and enforced under and in accordance with the internal laws of the State of Iowa without regard to the provisions thereof relating to the conflict of laws.
- 9.3 Headings. The headings for each Section and paragraph of this Agreement are for descriptive purposes only and shall not be deemed to modify or qualify any of the provisions of such Section or Paragraph.
- 9.4 Binding Effect. This Agreement shall be binding upon and inure to the benefit of Princor and, the Plan Member. This Agreement shall not be construed as creating any rights in any third parties who are not parties hereto.
- 9.5 Entire Agreement; Amendments. This Agreement represents the entire agreement between the parties with respect to the subject matter contained herein. This Agreement may be amended, and provisions hereof may be waived, only by writing signed by the party against whom enforcement of the amendment or waiver is sought.
- 9.5 Modification by Applicable Rule or Law. All transactions which Princor executes for the brokerage account shall be subject to the constitution, by-laws, rules, regulations, customs, usage's, rulings and interpretations of any relevant marketplace or clearing agency and to all applicable governmental laws and regulations (collectively referred to as any "rule or law"), and Princor shall not be liable as a result of any action taken by Princor or its agents to comply therewith. Whenever any rule or law shall be enacted, prescribed or promulgated which shall affect in any manner or be inconsistent with any of the provisions hereof, the provisions of this Agreement so affected shall be deemed modified or superseded, as the case may be, by such rule or law, and all other provisions of this Agreement and any provisions as modified shall in all respects continue in full force and effect.
- 9.6 Partial Invalidity. If any provision of this Agreement is held invalid or unenforceable, the remainder of the Agreement shall nevertheless remain in full force and effect. If any provision is held invalid or unenforceable with respect to particular circumstances, such provision shall nevertheless remain in full force and effect in all other circumstances.
- 9.7 Waiver. No delay or omission in the exercise of any right, power or remedy accruing to any party as a result of any breach or default by any other party under this Agreement will impair any such right, power or remedy, nor will it be construed as a waiver of or acquiescence in any such breach or default, or of any similar breach or default occurring later; nor will any waiver of any single breach or default be deemed a waiver of any other breach or default occurring before or after that waiver. Without limiting the foregoing, any failure by Princor to charge the brokerage account or to demand payment shall not act as a waiver of Princor's right to demand payment or to charge the brokerage account, or to demand interest on the full amount due at any time.
- 9.8 Assignment. No part of the brokerage account nor any interest in the brokerage account may be anticipated, assigned, alienated, seized by legal process, transferred, in any way subject to the claims of creditors, or used or diverted to any purpose other than the exclusive benefit of the Plan Member. Any attempt at such anticipation, assignment, alienation, seizure, transfer, claim, use, or diversion any such interests shall be void and of no effect. This shall not prohibit the payment of any fees, charges, expenses, or similar obligations arising under this Agreement.
- 9.9 Construction. This Agreement shall be construed as though jointly drafted by the parties and according to the fair intent of the language as a whole and not for or against any party, and to best carry out the terms and conditions of this Agreement. The term "including" shall be construed as providing examples only and as being without limitation.

For more information:



principal.com



1-800-547-7754



5820 Westown Parkway
West Des Moines, Iowa 50266
hy-vee.com

While this communication may outline one of your employer's retirement plan features, it is not the legal plan document which governs the employer's plan. If there are any discrepancies between this communication and the legal plan document, the legal plan document will govern. Contact your plan sponsor if you would like more details regarding applicable retirement plan provisions.

While this communication may be used to promote or market a transaction or an idea that is discussed in the publication, it is intended to provide general information about the subject matter covered and is provided with the understanding that The Principal is not rendering legal, accounting, or tax advice. It is not a marketed opinion and may not be used to avoid penalties under the Internal Revenue Code. You should consult with appropriate counsel or other advisors on all matters pertaining to legal, tax, or accounting obligations and requirements.

Insurance products and plan administrative services are provided by Principal Life Insurance Company. Securities are offered through Princor Financial Services Corporation, 1-800-547-7754, Member SIPC and/or independent broker dealers. Securities sold by a Princor® Registered Representative are offered through Princor. Princor and Principal Life are members of the Principal Financial Group® (The Principal®), Des Moines, IA 50392. Certain investment options may not be available in all states or U.S. commonwealths.

10/20/2014