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URGENT – UPAL CHANGING NAMES AND ALTERING UNDERLYING ASSET ALLOCATION MODELS

For investors in the Retirement Program, UPAL offers 4 asset allocation models referred to as Conservative, Balanced, Growth and Aggressive Growth. These models are well-diversified by investment style, depending upon the investment objective of each model. The UPAL Retirement Program is a participant-directed investment platform, meaning each participant selects how his/her account is invested.

Models are a pre-packaged solution for the investor. Models or other investment options should be selected, based on individual risk tolerance and time horizon until retirement.

You have invested in one or more of these models.

The purpose of this communication is to notify you in advance that the names and underlying investments of these funds will be changing and provide information to you about these allocation changes so you can make an informed decision about whether to remain invested as you are or to make a change.

NOTE: If you want to remain in the model you have selected, you DO NOT have to take any action. You will be automatically “mapped” from your current allocation to the new allocation (e.g. Conservative “maps” to Fixed—Managed Income, etc.)

Most investors have seen significant losses in stock valuations over the last 12 months. Most investors are now willing to trade earning less (or even nothing) for preserving their money. Stabilization of the financial markets worldwide will take time. It is with this investor sentiment and feedback from UPAL investors that UPAL is paring back stock positions in its models, in an effort to preserve capital. This move may give up yield in the event of bear market stock rallies and a quicker turnaround in the overall economy, but is intended to reduce or minimize future losses. On the next page, there is a chart showing the revised asset allocation models.

The changes on the chart will be implemented based on the following timetable:

- ▶ Changes to the Fixed-Managed Income Model will be implemented effective May 1, 2009.
- ▶ Changes to the other 3 models will be implemented in installments by paring back stock exposures in thirds beginning May 1, 2009 followed by August 1, with full implementation completed effective November 1, 2009.

In anticipation that there may be inflationary pressures in the future, UPAL is adding a Treasury Inflation Protected Securities (TIPS) component to the Intermediate Bond Fund. Effective May 1, 2009, 25% of the Fund will be invested in the Vanguard Inflation-Protected Securities Fund. See the UPAL Web site at www.upal.com for an article about TIPS.

UPAL ASSET ALLOCATION MODEL REVISIONS

Core Fund	Fixed-Managed Income (formerly Conservative)	Conservative-Managed Capital Preservation (formerly Balanced)	Moderate-Managed Growth/Income (formerly Growth)	Aggressive-Managed Growth (formerly Aggressive Growth)
Money Market Fund	10%	0	0	0
Short-Term Income Fund	50%	40%	20%	10%
Intermediate Bond Fund	40%	40%	30%	20%
S&P 500 Index Equity Fund	0	10%	20%	20%
U.S. Large Cap Growth Equity Fund	0	0	5%	10%
U.S. Large Cap Value Equity Fund	0	0	5%	10%
U.S. Small-Midcap Equity Fund	0	5%	10%	15%
International Equity Fund	0	5%	10%	15%
U.S. Real Estate Fund	0	0	0	0
Multi-Alternative Asset Fund	0	0	0	0
Objectives				
Primary Investment Objective	Capital Preservation	Income	Growth	Growth
Secondary Investment Objective	Income	Modest Growth	Income	n/a
Asset Allocation	Fixed income-oriented 0% stocks 100% fixed income	Fixed income-oriented 20% stocks 80% fixed income	Equal equity and fixed income orientations 50% stocks 50% fixed income	Equity-oriented 70% stocks 30% fixed income

Please call UPAL (918/747-5585) and ask for Don Orchard, Lea Ann Nunley or Laura Lumley if you have any questions about these changes to the UPAL Asset Allocation Models or the new TIPS fund.

Dated: April 1, 2009