

To: Elizabeth.Groenert@stblaw.com[Elizabeth.Groenert@stblaw.com]
Cc: Hinman, William[hinmanw@SEC.GOV]
From: Hinman, William
Sent: 2018-02-07T16:06:29-05:00
Importance: Normal
Subject: IRA rollover of Cash Balance Plan
Received: 2018-02-07T16:06:30-05:00
Hinman W Memo.pdf

Dear Elizabeth,

Please find attached my paperwork for rolling over my cash balance plan to my Northwest Mutual IRA.

Please let me know if you have all you need. I understand an additional adjusted amount may be paid once 2017 returns are calculated. I will roll that amount as well.

Thanks for all your help.

Best regards,

Bill

William Hinman
Director of the Division of Corporation Finance
U.S. Securities and Exchange Commission
hinmanw@sec.gov
(202) 551-3110

**CASH BALANCE PLAN FOR PARTNERS AND SENIOR STAFF EMPLOYEES
OF SIMPSON THACHER & BARTLETT LLP**

* * *

William H. Hinman

NOTICE OF BENEFIT OPTIONS AND TIMING

You are eligible to begin receiving your pension from the Cash Balance Plan for Partners and Senior Staff Employees of Simpson Thacher & Bartlett LLP (the “**Plan**”).

This Notice of Benefit Options and Timing describes the different forms of payment available to you and shows estimates of the payment amount you would receive under each form. Study this carefully before electing a form of benefit.

Note regarding domestic partners: To the extent permitted by law, your domestic partner has the same rights as a spouse under the Plan. For example, if you enter into a domestic partnership, your partner will become your beneficiary unless, after he or she becomes your partner, you designate a different beneficiary and obtain your partner’s notarized consent to that designation. References in these materials to married participants and to spouses should also be read as references to domestic partners.

Choices as to Time and Form of Payment

Time. You may elect a current distribution or postpone payment to any later time up to the April 1 following the year in which you reach age 70½. Failure to elect a distribution now will be treated as an election to defer distribution.

The law entitles you to least 30 days to consider your choices. However, you may waive the 30-day waiting period and elect to receive your benefit as early as eight days after you have received these materials. If you do not elect to receive distribution of your benefit within 180 days from the date of these materials, you must contact Eric Edelson at 212-455-7608 for updated election materials when you later decide to receive a distribution.

You may revoke an election you make at any time up to the time the payment of your benefits begins. However, any new election of a lump sum payment will require your spouse’s notarized written consent.

Form. The standard form of payment for a married participant is the 50% joint and survivor annuity (called the automatic joint and survivor annuity (“**AJSA**”)), and the standard form of payment for an unmarried participant is a single life annuity. Payment in a single lump sum is also available. If you are electing a single lump sum distribution and you are married, your spouse needs to provide notarized written consent to your waiver of the 50% joint and survivor annuity.

Unmarried Participants: If you are not married on the day on which your benefits are paid, your accrued benefit will be paid in the form of a single life annuity, unless you elect to receive a lump

sum benefit on the attached election form. A single life annuity pays a fixed monthly pension benefit from the date as of which payments begin until your death.

Married Participants: If you are married on the on the day on which your benefits are paid, your benefit will be paid in the form of a joint and survivor annuity, unless you elect to receive a lump sum benefit on the attached election form. A joint and survivor annuity provides a monthly pension benefit for the remainder of your life. After your death, your spouse will receive a monthly pension benefit for the rest of his or her life equal to 50%, 75% or 100% of your benefit, whichever you elect. Your monthly benefit is actuarially adjusted to cover the cost of providing a monthly benefit to your spouse.

You may take at least 30 days before payments begin to choose whether to waive your right to an annuity and elect a lump sum distribution instead. A lump sum distribution may be rolled over to an IRA or other employer plan, but annuity payments may not be rolled over. If you are married and do not wish to receive your Plan benefit in the form of a joint and survivor annuity, your spouse must consent, in writing, to any such waiver, by completing the "Spousal Consent to Waiver of AJSA" portion of the attached election form. Your spouse's consent must be executed before a Plan representative or a notary public (or, if your spouse cannot be located, you may provide the Plan with an affidavit to that effect).

Please direct any questions about your rights and obligations regarding the annuity and the lump sum payment forms to Eric Edelson at 212-455-7608.

Monthly pension payments are subject to federal income tax withholding unless you elect not to have withholding apply (or the amount is too small to be subject to withholding). The Special Tax Notice enclosed includes an explanation of the applicable withholding rules.

Choice Between Cash Distribution (Less Withholding) or Direct Rollover

You may generally elect to have any lump sum distribution either paid directly to you or transferred to a traditional IRA or another eligible employer plan in a "direct rollover." However, if you choose to receive your distribution in the form of an annuity, you cannot choose a direct rollover.

You are eligible to elect to receive your benefits in the form of a single lump sum distribution. As described in the enclosed Special Tax Notice, if a lump sum distribution is not rolled over but paid directly to you, it (i) will be subject to automatic 20% federal income tax withholding and (ii) may also be subject to a 10% penalty tax, in addition to regular income taxes if you left the Firm before age 55 (unless you are at least age 59½ by the time of payment).

If you want to receive your distribution in a lump sum, you need to waive your right to receive an annuity, as provided below.

Estimates of Payments in Different Forms

In order for you to evaluate the forms of benefit available under the Plan, we are providing an estimate of different payment amounts you would receive under each form of benefit. Your minimum benefit under the Plan equals the pay credits that you earned. The estimates below have taken into account the value of the pay credits you accumulated under the Plan through December 31, 2017 (generally the amount of the benefit you funded for yourself), investment earnings through December 31, 2016, and a portion of the investment earnings for Plan year 2017 (the estimates below include a 10% investment return for 2017). **You are entitled to wait to elect your distribution until a final calculation of your benefit with the actual 2017 earnings is available, likely in July 2018.** Otherwise, you may make your election at this time, and distribution will begin as soon as reasonably practicable. You will then receive an adjustment to your distribution later in 2018 as needed to reflect your additional share of the Plan's investment earnings for 2017 (if any).

The actuarial present value of the single lump sum payment is approximately equal in value to the actuarial present value of the 50%, 75% and 100% joint and survivor annuity options shown below.

Estimates for William H. Hinman

Your minimum benefit may be paid as follows:

(b)(6)



**CASH BALANCE PLAN FOR PARTNERS AND SENIOR STAFF EMPLOYEES
OF SIMPSON THACHER & BARTLETT LLP**

*** * ***

**ELECTION FORM FOR DISTRIBUTIONS
FROM THE PLAN**

Name of Participant: William H. Hinman

(b)(6)



Distribution Options For Lump Sum Payments

☐ **Pay Total Benefit to Me.** Pay my entire benefit directly to me. I understand that this payment is subject to automatic 20% federal income tax withholding to be credited against the taxes I owe for the year of distribution.

☒ **Direct Rollover of Total Benefit.** Transfer my entire benefit to the employer plan or IRA identified below.

☐ **Combination Direct Payment and Direct Rollover of Total Account Balance.** Pay \$_____ or _____% of my accrued benefit to me and transfer the remainder of my accrued benefit eligible for rollover to the employer plan or IRA identified below. I understand that the amount paid directly to me is subject to the automatic 20% federal income tax withholding described above.

I understand that my election to receive my distribution as a direct rollover will not apply to any portion of my payment constituting a "required minimum distribution" if I have reached age 70½.

Information Necessary for Direct Rollover

I understand that if I elect a direct rollover, I will receive a check for the amount involved that will be payable to the trustee (or custodian) of the IRA or other eligible employer plan that I have named below, unless appropriate wire instructions are provided. I agree to deliver that check promptly to the IRA or plan if the amounts are not otherwise wired directly to the IRA or plan. I hereby represent the following:

Any IRA that I have named to receive a direct rollover is a traditional retirement account (not a Roth IRA) or annuity that is entitled to receive direct rollovers.

If I elect a direct rollover to another eligible employer plan, that plan will accept such a rollover for my account.

☒ IRA

☐ Employer Plan

(b)(6)

Name of Trustee/Custodian or Employer Plan (Supply complete mailing address or wire instructions or name & phone number of contact at this financial institution)

(b)(6)

Contact Person

(b)(6)

Phone

(b)(6)

Address

(b)(6)

City

(b)(6)

State

(b)(6)

Zip

IF FUNDS ARE TO BE WIRED, PLEASE PROVIDE COMPLETE WIRE TRANSFER INSTRUCTIONS ON PAGE 9.

Federal and State Withholding (for Participants electing Annuity Payments or for Minimum Required Distributions after age 70½).

Unless you elect otherwise, withholding will apply to annuity payments made to you over your lifetime and to the portion of any payment made after you reach age 70½ that constitutes a "minimum required distribution." You may elect not to have this withholding apply, or have withholding apply on a different basis than the standard withholding described below, by completing the withholding election section below.

Withholding Election

(b)(6)

Important Note on Taxes

Even if you elect not to have federal income tax withheld, you are liable for payment of federal income tax on the taxable portion of your distribution (generally any amount not rolled over). Taxable distributions before age 59½ are ordinarily also subject to a 10% federal "early distribution" tax unless you were 55 or over in the year you terminated with the Firm. To help meet these obligations at least in part, the taxable portion of any amount eligible for rollover but paid directly to you is subject to automatic 20% federal income tax withholding. In addition, certain states require withholding of state income taxes. Mandatory federal and state taxes will be automatically withheld. However, you may be subject to tax penalties if your payments of estimated tax withholding, if any, are not adequate.

30-Day Period/Waiver

I understand that I have at least 30 days in which to consider the explanation of my benefit options before making my election on this form. If I elect to receive my distribution before expiration of that 30-day period, I waive the 30-day period and request that the distribution be made as soon as reasonably practicable under the Plan administrative procedures and the limitations that may be imposed by the Plan's trustee on distributions.

Participant Signature. I elect to receive the distribution as described above.

EXECUTED this 6th day of February, 2018



Signature of Participant
William H. Hinman

**CASH BALANCE PLAN FOR PARTNERS AND SENIOR STAFF EMPLOYEES
OF SIMPSON THACHER & BARTLETT LLP**

ELECTION TO WAIVE ANNUITY FORM OF PAYMENT

MARRIED PARTICIPANT

As a married Participant in the Cash Balance Plan for Partners and Senior Staff Employees of Simpson Thacher & Bartlett LLP (the "Plan"), I hereby acknowledge that I have been informed that my accrued benefit under the Plan will be paid to me in the form of an Automatic Joint and Survivor Annuity ("AJSA") (*i.e.*, reduced monthly payments to me for life and, upon my death, monthly payments to my spouse for life equal to 50% (or 75% or 100%, if elected) of the monthly payments previously payable to me) unless I elect to receive my benefit in lump sum form. I understand the terms of the AJSA and the financial effect of such a waiver. I also understand that if I should die my benefit payments begin, my spouse or other beneficiary will be paid a lump sum benefit equal to the actuarial equivalent of my single life annuity.

I understand that I do not have the right to waive the AJSA form of payment, and any such waiver will be null and void, unless my spouse consents to the waiver. I understand that, before the date as of which payments to me begin, I may revoke any my waiver without my spouse's consent, and that any further waiver by me again will require my spouse's new consent. I acknowledge that I have been informed that I have the right to have at least 30 days to consider whether I wish to take the AJSA or elect to receive my benefit in lump sum form.

☐ I hereby waive the AJSA form of payment under the Plan and elect to have my accrued benefit paid to me in lump sum (subject to my spouse's annexed consent).

EXECUTED this ____ day of _____, 2018.

N/A

Signature of Participant
William H. Hinman

**CASH BALANCE PLAN FOR PARTNERS & SENIOR STAFF EMPLOYEES
OF SIMPSON THACHER & BARTLETT LLP**

**SPOUSAL CONSENT TO WAIVER OF
AUTOMATIC JOINT AND SURVIVOR ANNUITY**

I hereby consent to the election that has been made by my spouse, William H. Hinman , who is a Participant in the Cash Balance Plan for Partners and Senior Staff Employees of Simpson Thacher & Bartlett LLP (the “**Plan**”), pursuant to the attached Election to Waive Annuity Form of Payment, not to have his/her accrued benefits under the Plan paid in the form of an Automatic Joint and Survivor Annuity (“**AJSA**”) but instead to have it paid to him/her in lump sum form.

I hereby certify that the AJSA form of benefit has been explained to me, and I hereby acknowledge that I understand (a) that the effect of my consent may be to forfeit benefits under the Plan that I would otherwise be entitled to receive upon my spouse’s death; (b) that my spouse’s waiver is not valid unless I consent to it; and (c) that my consent to such waiver is irrevocable unless my spouse revokes his/her waiver.

EXECUTED this ____ day of _____, 2018.

*Notary Public or Plan Representative
(required)*

Signature - Participant’s Spouse

Print Spouse’s Name

N/A

**WIRE TRANSFER INSTRUCTIONS FOR
William H. Hinman**

Please wire the proceeds of my Cash Balance distribution to:

Bank Name:

Bank Address:

Fed Wire/ABA #:

SWIFT/BIC:

Account Name:

Account Number:

For further reference:

(b)(6)



Contact Name:

Contact Phone Number:

(b)(6)



To: Elizabeth.Groenert@stblaw.com[Elizabeth.Groenert@stblaw.com]
From: Hinman, William
Sent: 2018-02-08T09:45:46-05:00
Importance: Normal
Subject: RE: IRA rollover of Cash Balance Plan
Received: 2018-02-08T09:45:46-05:00

Hi Elizabeth,

Would you mind giving me an idea of the timing on this? Given my SEC role, I need to preclear the investments I will make with the roll over. Knowing when the roll may happen will allow me to time the preclearance process. Thanks very much.

Best regards,
Bill

From: Hinman, William
Sent: Wednesday, February 07, 2018 4:06 PM
To: 'Elizabeth.Groenert@stblaw.com'
Cc: Hinman, William
Subject: IRA rollover of Cash Balance Plan

Dear Elizabeth,

Please find attached my paperwork for rolling over my cash balance plan to my Northwest Mutual IRA.

Please let me know if you have all you need. I understand an additional adjusted amount may be paid once 2017 returns are calculated. I will roll that amount as well.

Thanks for all your help.
Best regards,
Bill

William Hinman
Director of the Division of Corporation Finance
U.S. Securities and Exchange Commission
hinmanw@sec.gov
(202) 551-3110

To: Hinman, William[hinmanw@SEC.GOV]
Cc: Sepe, Elizabeth[ESepe@stblaw.com]
From: Groenert, Elizabeth A.
Sent: 2018-07-26T11:01:24-04:00
Subject: Hinman - Final Distribution STB Cash Balance Plan for Partners
Received: 2018-07-26T11:04:27-04:00

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Hello Bill-

Please be advised that your final distribution from the Cash Balance Plan for Partners and Senior Staff Employees of Simpson Thacher & Bartlett LLP is ready to be disbursed. The amount will be rolled over to your IRA account with (b)(6) as per your earlier distribution instructions.

The amount of the distribution, representing the remaining interest credit earned for 2017, will be (b)(6). We expect the funds to be wired to your IRA on or about 7/27/2017. Do not hesitate to contact me if you have any questions.

Elizabeth Groenert
Associate Director - Benefits
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

T: +1-212-455-3365
elizabeth.groenert@stblaw.com

From: Groenert, Elizabeth A.
Sent: Friday, February 9, 2018 12:00 PM
To: 'Hinman, William'
Subject: RE: IRA rollover of Cash Balance Plan [EXT]
My pleasure. Enjoy the weekend.

Elizabeth Groenert
Senior Manager, Benefits-Retire/Pen.

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

T: +1-212-455-3365
elizabeth.groenert@stblaw.com

From: Hinman, William [mailto:hinmanw@SEC.GOV]
Sent: Friday, February 9, 2018 11:59 AM
To: Groenert, Elizabeth A.
Subject: RE: IRA rollover of Cash Balance Plan [EXT]
Thanks for the heads up and all the help.

From: Groenert, Elizabeth A. [mailto:Elizabeth.Groenert@stblaw.com]
Sent: Friday, February 09, 2018 11:51 AM