

**AMENDMENT NUMBER ONE
TO THE
UNIVERSITY OF ILLINOIS SUPPLEMENTAL 403(B) RETIREMENT PLAN**

WHEREAS, the University of Illinois (University) maintains the University of Illinois Supplemental 403(b) Retirement Plan (Plan), as amended and restated effective as of January 1, 2009, for the benefit of its eligible employees; and

WHEREAS, pursuant to Section 10.2 of the Plan, the University has reserved the right to amend the Plan from time to time in certain respects; and

WHEREAS, the University has determined that the Plan should be amended, effective as of March 1, 2010, to: i) clarify that rollover contributions may be distributed at any time subject to the terms of the individual agreements; ii) clarify that fees charged by an investment advisor for advisory services relating to the participant's Plan account balance may be paid by the participant from his or her Plan account balance; and iii) provide that the Plan is not intended to be a qualified replacement plan within the meaning of Section 218 of the Social Security Act;

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended, effective as of March 1, 2010, as follows:

1. By amending Section 7.01(e) in its entirety to read as follows:

“(e) A Participant may request a distribution of rollover contributions from his or her Rollover Contribution Account at any time, subject to and in accordance with the terms of the Individual Agreements. All distributions of a Participant's Account Balance will otherwise be made in accordance with the terms of the Individual Agreements.”

2. By adding a new Section 8.06 to the Plan to read as follows:

“**Section 8.06 Investment Advisor Fees.** To the extent permitted by law and the provisions of the Funding Vehicle, the University has reserved the authority to authorize Investment Advisor Fees charged by an Investment Advisor for advisory services relating to the Participant's Account Balance be paid by the Participant from his or her Account Balance. Such payment shall be directed by the Participant and will be paid by the Vendor from the Participant's Account Balance. Such payment shall be made directly to the Investment Advisor.

Under no circumstances will the Plan be liable for such payment. For purposes of this Section, the term “Investment Advisor” shall mean a person who is registered as such with the United States Securities and Exchange Commission (SEC) or with a state securities regulatory agency if the Investment Advisor is exempt from SEC registration requirements. For the purposes of this Section, the term “Investment Advisor Fees” shall mean fees charged by a Participant's Investment Advisor for advisory services relating solely to the Participant's Account Balance under this Plan.”

3. By amending Appendix B in its entirety, effective as of March 1, 2010, to read as follows:

“APPENDIX B

SOCIAL SECURITY ALTERNATIVE PLAN

The Plan is not designed or intended to provide retirement benefits to Participants that are comparable to the benefits provided under the Old-Age portion of the Old-Age, Survivors, and Disability Insurance (OASDI) portion of Federal Insurance Contribution Act (FICA). As such, the Plan is not a qualified replacement plan within the meaning of Section 218 of the Social Security Act. Therefore, a Non-Covered Employee is subject to the OASDI portion of FICA, regardless of the amount he or she elects to contribute to the Plan.

For purposes of this Appendix B, a “Non-Covered Employee” means any Employee who is not eligible to participate in the State University Retirement System (SURS) or entitled to any benefits under SURS as an annuitant, disabled member, or vested deferred member, except (i) students enrolled and regularly attending classes at the University and exempt from FICA within the meaning of Code Section 3121(b)(10), or (ii) non-U.S. citizens with F-1 and J-1 visas employed after July 1, 1991.”

IN WITNESS WHEREOF, the University has caused this Amendment to be signed by its duly authorized representatives as of the date stated below, but effective as of March 1, 2010.

**THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF ILLINOIS**

Date: _____

By: _____
Title: Comptroller

By: _____
Title: Secretary

APPROVED AS TO LEGAL FORM:

Date: _____

By: _____
Office of University Counsel

APPROVED:

Date: _____

By: _____
Title: _____
Unit: _____

Date: _____

By: _____
Title: _____
Unit: _____