

**Amendment for Hardship Distribution Changes to the
Union College Defined Contribution Retirement Plan**

IN WITNESS WHEREOF, Union College herein amends its Union College Defined Contribution Retirement Plan, effective January 1, 2009, as follows:

Section 7.15 Hardship Distribution is amended by adding the following paragraph as paragraph 3:

For purposes of this Section, hardship is defined as an immediate and heavy financial need of the Participant where such Participant lacks other available resources. The following are deemed to be immediate and heavy needs of the Participant: (a) expense incurred or necessary for medical care, described in Section 213(d) of the Code, of the Participant, the Participant's spouse or dependents, (b) the purchase (excluding mortgage payments) of a principal residence for the Participant, (c) payment of tuition and related educational fees for the next 12 months of post-secondary education for the Participant, or the Participant's spouse, child or dependents, (d) payment to prevent the eviction of the Participant from, or a foreclosure on the mortgage of, the Participant's principal residence, (e) for taxable years beginning on or after January 1, 2006, funeral or burial expenses of Participant's deceased parent, spouse, children or dependents, and (f) for taxable years beginning on or after January 1, 2006, payment to repair damage to the Participant's principal residence that would qualify for a casualty loss deduction under Section 165 of the Code (determined without regard to whether the loss exceeds 10 percent of adjusted gross income) and (g) such other circumstances as may be specified in Regulation Section 1.401(k)-1(d)(2)(iii)(B) or subsequent promulgations.

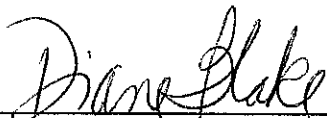
**OFFICER'S CERTIFICATE REGARDING THE AMENDMENT OF
THE
Union College Defined Contribution Retirement Plan**

The undersigned, being a duly authorized officer of **Union College** (the "Institution") acting pursuant to the authority granted to the officers of the Institution by the resolutions of the Union College Board of Trustees adopted on October 15, 1994, hereby approves and adopts the following resolution:

RESOLVED that, effective as of the dates set forth in the following amendment, the Union College Defined Contribution Retirement Plan is hereby amended substantially in the form attached hereto; and

RESOLVED that, the officers of the Institution be, and each of them hereby is, authorized and directed to take such further action as may be necessary or advisable to effectuate the foregoing resolution, including, but not limited to, providing notification to certain interested parties of such amendments.

IN WITNESS WHEREOF, I have executed this document on the 21st day of July 2009.



Diane T. Blake
Vice President for Finance & Administration