

**REVISED  
AMENDMENT #1 TO THE RESTATED  
UNION COLLEGE RETIREMENT PLAN**

AMENDMENT made effective July 1, 2010 by Union College, an educational institution organized and existing under the laws of the State of New York, (herein referred to as the "College").

WITNESSETH

WHEREAS, the College previously adopted and maintains the restated Union College Retirement Plan (the "Plan"), effective June 12, 1920, to provide retirement benefits to the participants;

WHEREAS, the College allowed Union Graduate College ("UGC") to participate in the Plan in 2003 in accordance with an agreement between the College and UGC;

WHEREAS, the College desires that only employees directly employed by the College or its divisions, subsidiaries or affiliated companies be able to participate in the Plan:

WHEREAS, effective July 1, 2010, the agreement between the College and UGC allowing such participation in the Plan will be terminated;

WHEREAS, pursuant to the 403(b) Prototype Plan Basic Plan Document Section 9.02, the College may amend the Plan at anytime; and

WHEREAS, the College desires to amend the Plan in certain aspects.

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

The Plan's Participation Agreement shall be amended by deleting Graduate College of Union University (now known as Union Graduate College).

IN WITNESS WHEREOF, this Amendment #1 is adopted this 5th day of February, 2010.

Union College

By: Diane Blake

Name: Diane Blake

Title: Vice President for Administration and Finance

Attest:

Kathryn L. Quinn

Name: Kathryn L. Quinn  
Assistant Secretary