

**AMENDMENT NUMBER TWO
TO THE
WESTERN ILLINOIS UNIVERSITY
403(b) SUPPLEMENTAL RETIREMENT PLAN**

Western Illinois University ("University") maintains the Western Illinois University 403(b) Supplemental Retirement Plan ("Plan") for the benefit of its eligible employees. The Plan was formally reduced to writing in accordance with the final Income Tax Regulations issued under section 403(b) of the Internal Revenue Code effective as of January 1, 2009. The University, having reserved the right to amend the Plan pursuant to Article XII, now desires to amend the Plan in the following respects, effective as set forth below:

1. Section 7.03 of the Plan is hereby amended effective August 1, 2012, to be and read as follows:

"Section 7.03. Maximum Loan Amount. No loan to a Participant under the Plan may exceed the lesser of:

(a) \$50,000, reduced by the greater of (i) the outstanding balance on any loan from the Plan to the Participant on the date the loan is made or (ii) the highest outstanding balance on loans from the Plan to the Participant during the one-year period ending on the day before the date the loan is approved by the Administrator (not taking into account any payments made during such one-year period); or

(b) one half of the value of the Participant's Vested Account Balance (as of the valuation date immediately preceding the date on which such loan is approved by the Administrator) or, if greater, the Participant's total Vested Account Balance up to \$10,000.

For purposes of this Section 7.03, any loan from any other section 403(b) plan maintained by the University will be treated as if it were a loan made from the Plan, and the Participant's vested interest under any such other plan will be considered a Vested interest under this Plan; provided, however, that the provisions of this paragraph will not be applied so as to allow the amount of a loan to exceed the amount that would otherwise be permitted in the absence of this paragraph."

2. Section 8.04 of the Plan is hereby amended effective January 1, 2009, to be and read as follows:

"Section 8.04. Minimum Distributions.

(a) For purposes of applying the distribution rules of section 401(a)(9) of the Code, each Individual Agreement is treated as an individual retirement account (IRA) and distributions will be made in accordance with the provisions of section 1.408-8 of the Income Tax Regulations, except as provided in section 1.403(b)-6(e) of the Income Tax Regulations. Notwithstanding the foregoing, each Vendor will separately comply with

the minimum distribution requirements under section 401(a)(9) of the Code and the regulations thereunder with respect to its Funding Vehicles under the Plan.

(b) For 2009, unless otherwise provided in the Individual Agreements, the minimum distribution requirements set forth under paragraph (a) will be satisfied as provided in either subsection (1) or (2) below, as determined by the Vendor responsible for the Participant's required minimum distribution and in accordance with the Individual Agreements:

(1) A Participant or Beneficiary who would have been required to receive required minimum distributions for 2009 but for the enactment of section 401(a)(9)(H) of the Code ("2009 RMDs"), and who would have satisfied that requirement by receiving distributions that are (i) equal to the 2009 RMDs or (ii) one or more payments in a series of substantially equal distributions (that include the 2009 RMDs) made at least annually and expected to last for the life (or life expectancy) of the Participant, the joint lives (or joint life expectancy) of the Participant and the Participant's designated Beneficiary, or for a period of at least 10 years ("Extended 2009 RMDs"), will receive those distributions for 2009 unless the Participant or Beneficiary chooses not to receive such distributions. Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to stop receiving the distributions described in the preceding sentence.

(2) A Participant or Beneficiary who would have been required to receive 2009 RMDs, and who would have satisfied that requirement by receiving distributions that are (i) equal to the 2009 RMDs or (ii) Extended 2009 RMDs, will not receive those distributions for 2009 unless the Participant or Beneficiary chooses to receive such distributions. Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to receive the distributions described in the preceding sentence.

Further, if provided by the Individual Agreement, the 2009 RMDs and Extended 2009 RMDs will be treated as eligible rollover distributions in 2009."

3. In all other respects the Plan shall be and remain unchanged.

IN WITNESS WHEREOF, Western Illinois University has caused this Amendment

Number Two to the Plan to be executed this _____ day of _____, 2012.

WESTERN ILLINOIS UNIVERSITY

By: _____

Its: _____

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