

AMENDMENT NO. 2
(to Plan as Restated Effective January 1, 2008)

OPTIONAL RETIREMENT PROGRAM
OF THE UNIVERSITY OF NORTH CAROLINA

WHEREAS, The University of North Carolina (hereinafter referred to as the "University") established the Optional Retirement Program of The University of North Carolina (hereinafter referred to as the "Plan") as restated effective January 1, 2008; and

WHEREAS, the Board of Governors of the University reserved the right in Article VI of the Plan to amend the Plan; and

WHEREAS, the Board of Governors of the University is now desirous of amending the Plan in order to make certain changes to conform to State law,

NOW THEREFORE, the Plan is amended, effective as indicated herein, by amending new Section 3.02A as follows:

Section 3.02A Special University Contributions.

(a) A flexible furlough program was implemented for certain Employees during the 2009-2010 fiscal year and the University was authorized to implement furloughs for the 2010-11 fiscal year. To avoid the effect of reducing the dollar amount of each affected Participant's Contributions under Section 3.03 and the University Contributions under Section 3.02, Session Laws 2009-26 and 2010-31 and Amended and Reissued Executive Order No.11 provide that the University shall pay both the Participant and University Contributions with respect to the amount of such reduction in base Compensation of affected Participants in the 2009 and 2010 Plan Years.

(b) Accordingly, notwithstanding this reduction in base Compensation, University Contributions shall be increased by an amount equal to (i) plus (ii), for each affected Participant in Plan Years 2009, 2010, and in any subsequent Plan Year in which the University is required by State law or Executive Order to pay both the Participant and University Contributions with respect to the amount of a reduction in base Compensation of affected Participants, where

(i) equals the dollar amount of the Contribution that the Participant would have made with respect to the reduction in such Participant's base Compensation, as described in Section 3.02A(a), and

(ii) equals the dollar amount of the University Contribution, calculated in accordance with Section 3.02, on the reduction of such Participant's Compensation, as described in Section 3.02A(a).

(c) The additional University Contributions described in Section 3.02A(b) shall be allocated to each Participant's University Account in the Plan.

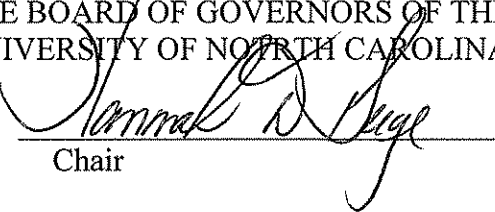
(d) The Plan Administrator shall make all calculations as to the eligibility of each Participant for, and the amount and timing of, the additional University Contribution described in Section 3.02A(b).

IN WITNESS WHEREOF, the Board has caused this Amendment No. 2 to the Plan to be executed by its Chair and its seal to be affixed by the Secretary, both duly authorized, effective as indicated herein, but executed this 12TH day of November, 2010.

Attest: (SEAL)


Secretary

THE BOARD OF GOVERNORS OF THE
UNIVERSITY OF NORTH CAROLINA

By: 
Chair