

AMENDMENT NO. 2  
(to Plan as Restated July 1, 1999)

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 amended and restated effective July 1, 1999; 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 said Plan in order to make certain changes therein.

NOW, THEREFORE, the Plan is amended, effective as indicated herein, in the following respects:

FIRST CHANGE

Section 1.12, the definition of "Employee," of Article I is amended to read as follows:

- 1.12 Employee. means any of the administrators or faculty of the University with the rank of instructor or above and, effective July 1, 2001, field faculty of the Cooperative Agriculture Extension Service, who (i) had been Participants of the Optional Retirement Program under the provisions of Chapter 338, Session Laws of 1971, immediately prior to July 1, 1985, or (ii) have sought participation under Article II. For purposes of this Plan, Employee shall only include those employed in permanent job positions at least three-quarter (3/4) time for nine (9) months per calendar year.

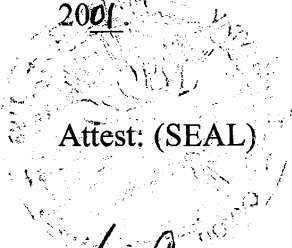
SECOND CHANGE

Section 3.09, Contributions Required By The Uniformed Services Employment and Reemployment Rights Act of 1994 (USERRA), of Article III is amended so that the first paragraph thereof reads as follows:

A Participant shall be allowed to make Employee Contributions for each year of Qualified Military Service in such amount as would have been required had the Participant not been in Qualified Military Service, based on the Participant's Compensation as herein defined,

provided the Participant entered such Qualified Military Service directly from the employ of the Employer and was timely reemployed by the Employer (as required by USERRA). The Participant shall be required to contribute such makeup Employee Contributions during the period which begins with the Participant's required reemployment with the Employer and extends for the lesser of (i) the product of three (3) times the period of Qualified Military Service, and (ii) five (5) years.

IN WITNESS WHEREOF, the Board has caused this Amendment No. 2 to the Plan to be executed by its Chairman and its corporate seal to be affixed by the Secretary, both duly authorized, effective as indicated herein, but executed this 9TH day of NOVEMBER, 2001.



Attest: (SEAL)

THE BOARD OF GOVERNORS OF  
THE UNIVERSITY OF NORTH CAROLINA

L. D. Conquati Jr.  
for Secretary

By: [Signature]  
Chairman