SECOND AMENDMENT TO
THE OHIO STATE UNIVERSITY 403(B) PLAN

WHEREAS, The Ohio State University (the "Employer") maintains The Ohio State University 403(b) Plan, as amended and restated, effective as of January 1, 2009, and subsequently amended effective as of February 3, 2010 (the "Plan");

WHEREAS, pursuant to Section 12.2 of the Plan, the Employer has the right by action of its Vice President for Human Resources to amend the Plan; and

WHEREAS, the Employer desires to amend the Plan as described herein.

NOW, THEREFORE, effective as of January 1, 2011 (the "Effective Date"), the Employer hereby amends the Plan as follows:

1. Section 5.3 of the Plan is hereby deleted in its entirety and replaced with the following:

5.3 Special Code Section 403(b) Catch-Up Limitation for Employees with 15 Years of Service. For Plan Years beginning before January 1, 2011, because the Employer is a “qualified organization” (within the meaning of Treasury Regulation Section 1.403(b)-4(c)(3)(ii)), the applicable dollar amount under Section 6.1 for any Qualified Employee is increased (to the extent provided in the Individual Agreements) by the least of:

(a) $3,000;
(b) The excess of:
   (i) $15,000, over
   (ii) The total elective deferrals described in Code Section 402(g)(7)(A)(ii) made for the Qualified Employee by the Employer for prior years; or
(c) The excess of:
   (i) $5,000 multiplied by the number of Years of Service of the Employee with the Employer, over
   (ii) The total elective deferrals (as defined in Treasury Regulation Section 1.403(b)-2) made for the Employee by the Employer for prior years.

For Plan Years beginning on or after January 1, 2011, the applicable dollar amount under Section 6.1 shall not be increased by this Section 5.3.

2. Section 6.1.2 of the Plan is hereby deleted in its entirety and replaced with the following:

6.1.2. Coordination of Catch-Up Contributions. For Plan Years beginning before January 1, 2011, amounts in excess of the limitation set forth in Section 6.1.1 shall be allocated first to the Special Code Section 403(b) Catch-Up under Section 5.3 and next as an age fifty (50) catch-up contribution under Section 5.2. For Plan Years beginning on or after January 1, 2011, amounts in excess of the limitation set forth in Section 6.1.1 shall be allocated as an age fifty (50)
catch-up contribution under Section 5.2. Notwithstanding the foregoing, in no event can the amount of the Elective Deferrals for a year be more than the Participant’s Credited Compensation for the year.

3. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

4. All other terms and conditions of the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the University has executed this Second Amendment effective as of the Effective Date.

THE OHIO STATE UNIVERSITY

By:

[Signature]

Vice President for Human Resources

Date: 2/21/2011