

**SUPPLEMENTAL AMENDMENT FOR  
HEART AND WRERA  
(Defined Contribution Plan)**

**What provisions of the law does this Amendment cover?**

Adoption of this Amendment enables an employer to comply in form with various laws including the: (1) Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART Act) (including HEART Act guidance contained in IRS Notice 2010-15); (2) final Treasury Regulations §1.401(a)(35)-1 (relating to diversification requirements for certain plans holding publicly traded employer securities) and (2) suspension of 2009 Required Minimum Distributions (RMDs) as set forth in the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA). (The technical corrections made by WRERA to the Pension Protection Act of 2006 (PPA) were included in the previously provided SunGard PPA amendment.)

The Amendment assumes the employer either has restated the plan for EGTRRA, or has adopted timely all applicable interim and discretionary amendments. This Amendment does not include provisions for which SunGard has previously provided a separate “tack-on” amendment (*e.g.*, the PPA amendment).

This Amendment does not include provisions that are specific to: (1) defined benefit plans, (2) governmental plans, (3) tribal government plans, or (4) multiemployer plans.

**Which plans are required to be amended?**

**A. HEART Act.** All Plans must be amended to reflect the changes made by the HEART Act. While the SunGard PPA Amendment (generally required to be adopted by the end of the 2009 plan year) included HEART Act provisions based on the statutory language, the IRS in early 2010 issued Notice 2010-15. This Notice provides guidance on the impact on plans of the HEART Act provisions relating to military service rights and benefits. We believe the Notice warrants the adoption of provisions which both take into account the new guidance, and enable employers to make decisions based on the guidance. This Amendment therefore offers flexibility and clarification that is not in the PPA Amendment's HEART Act provisions. Specifically, this Amendment:

1. Clarifies, in accordance with Notice 2010-15, that differential wages are compensation for 415 purposes, but not necessarily plan allocation purposes, and provides an option to include or exclude differential wages from plan compensation.
2. Provides for vesting credit for qualified military service in case of a participant's death while performing qualified military service, as required by Notice 2010-15.
3. Adds an election to not permit distributions on account of “deemed” severance that occurs in case of service in the uniformed services, whether or not the plan otherwise permits distribution on account of “actual” severance, as provided in Notice 2010-15. It also clarifies that if a participant is entitled to a distribution by reason of a “deemed” severance and another provision (*e.g.*, qualified reservist distribution), the provision other than “deemed” severance will control, and the 6-month suspension required in case of a “deemed” severance distribution will not apply,
4. Clarifies that any deferrals made on differential pay (as well as any matching contributions on such deferrals) may operationally be excluded from the ADP and ACP tests.

While the employer's election regarding optional benefit accruals (Amendment Section 2.2a) must not cut back benefits accrued under the employer's PPA Amendment election, the provisions of this Amendment otherwise are consistent with the HEART Act provisions of the SunGard PPA Amendment.

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Therefore, an employer should adopt this Amendment, notwithstanding the prior adoption of the SunGard PPA Amendment. Note that if the employer elects to provide optional benefit accruals to employees who die or become disabled while in the military, Amendment section 3.2 will provide the employees the full benefits they would have received if they had been reemployed under USERRA. If the employer wishes to provide a different amount (such as 60% of the normal allocation, or the lesser of the normal allocation or \$2,000), the employer must modify section 3.2. Also see the discussion below regarding modifying the amendment.

**B. WRERA's 2009 RMD waiver provisions.** WRERA provides that the RMD provisions of Code §401(a)(9) do not apply for 2009. This Amendment includes the IRS model amendment from IRS Notice 2009-82 which provides that Participants and beneficiaries may elect between receiving and not receiving distributions that include 2009 Required Minimum Distributions (RMDs) and, if a Participant or beneficiary makes no election, then the Plan will discontinue making distributions that include 2009 RMDs. **An Employer may still adopt this Amendment even if no one in the Plan was subject to 2009 RMDs (in which case the Amendment would have no effect on the Plan).**

**If a Plan used the alternative default set forth in IRS Notice 2009-82 (i.e., absent an election, 2009 RMDs would continue), then the Employer must elect 2.3a. Similarly, if the Employer adopted a different approach to 2009 RMDs than either option provided in Notice 2009-82 (e.g., the plan did not provide an option not to take 2009 RMDs, or changed from one approach to another during 2009), the Employer must select 2.3b or c (as appropriate).**

### When must plans be amended?

The deadline for adoption of the HEART provisions is the last day of the 2010 plan year (2012 plan year for governmental plans). The deadline for adoption of WRERA provisions is the last day of the 2011 plan year (2012 plan year for governmental plans).

### Can I adopt this Amendment on behalf of all of my employer clients?

No.

### Can I modify the Amendment?

Yes, but note that the WRERA provisions are based on IRS sample amendments set forth in Notice 2009-82. In addition, we will add this Amendment to the Relius Document System in a future update. Therefore, if you modify the Amendment, then your amendment will not match the Amendment generated by the document system.

In addition to the Amendment, we have provided a sample Adopting Resolution (for an employer to adopt the Amendment, if applicable) and a sample Summary of Material Modifications (SMM) (if applicable). In most cases, an employer will only need to provide an SMM if the optional HEART Act provisions are elected in the Amendment (since the changes to the RMD requirements made by WRERA no longer apply). **You must modify or make selections on the SMM to match the terms of the Plan being amended.**

**AMENDMENT FOR  
HEART AND WRERA  
(Defined Contribution Plan)**

**ARTICLE I  
PREAMBLE**

- 1.1 **Effective date of Amendment.** The Employer adopts this Amendment to the Plan to reflect recent law changes. This Amendment is effective as indicated below for the respective provisions.
- 1.2 **Superseding of inconsistent provisions.** This Amendment supersedes the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this Amendment.
- 1.3 **Employer's election.** The Employer adopts all the default provisions of this Amendment except as otherwise elected in Article II.
- 1.4 **Construction.** Except as otherwise provided in this Amendment, any reference to "Section" in this Amendment refers only to sections within this Amendment, and is not a reference to the Plan. The Article and Section numbering in this Amendment is solely for purposes of this Amendment, and does not relate to any Plan article, section or other numbering designations.
- 1.5 **Effect of restatement of Plan.** If the Employer restates the Plan, then this Amendment shall remain in effect after such restatement unless the provisions in this Amendment are restated or otherwise become obsolete (*e.g.*, if the Plan is restated onto a plan document which incorporates these HEART and WRERA provisions).

**ARTICLE II  
EMPLOYER ELECTIONS**

The Employer only needs to complete the questions in Sections 2.2 through 2.3 below in order to override the default provisions set forth below.

- 2.1 **Default Provisions.** Unless the Employer elects otherwise in this Article, the following defaults will apply:
- a. **Continued benefit accruals pursuant to the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART Act) are not provided.**
  - b. **Differential wage payments are treated as Compensation for all Plan benefit purposes.**
  - c. **The Plan permits distributions pursuant to the HEART Act on account of "deemed" severance of employment.**
  - d. **Requirement Minimum Distributions (RMDs) for 2009 were suspended unless a Participant or Beneficiary elected to receive such distributions.**
- 2.2 **HEART ACT provisions (Article III).**

**Continued benefit accruals.** Amendment Section 3.2 will not apply unless elected below:

- a.  The provisions of Amendment Section 3.2 apply effective as of: (select one)
  - 1.  the first day of the 2007 Plan Year
  - 2.  \_\_\_\_\_ (may not be earlier than the first day of the 2007 Plan Year).

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However, the provisions no longer apply effective as of: (select if applicable)

3.  \_\_\_\_\_.

**Differential pay.** Differential wage payments (as described in Amendment Section 3.3) will be treated, for Plan Years beginning after December 31, 2008, as compensation for all Plan benefit purposes unless b. is elected below:

- b.  In lieu of the above default provision, the employer elects the following (select all that apply; these selections do not affect the operation of Amendment Section 3.3(ii)):
1.  the inclusion is effective for Plan Years beginning after \_\_\_\_\_ (may not be earlier than December 31, 2008).
  2.  the inclusion only applies to Compensation for purposes of Elective Deferrals.

**Distributions for deemed severance of employment.** The Plan permits distributions pursuant to Amendment Section 3.4 unless otherwise elected below:

- c.  The Plan does not permit such distributions.  
d.  The Plan permits such distributions effective as of \_\_\_\_\_ (may not be earlier than January 1, 2007).

**2.3 WRERA (RMD waivers for 2009).** The provisions of Amendment Section 4.1 apply (RMDs are suspended unless a Participant or Beneficiary elects otherwise) unless otherwise elected below:

- a.  The provisions of Amendment Section 4.2 apply (RMDs continued unless otherwise elected by a Participant or Beneficiary).  
b.  RMDs continued in accordance with the terms of the Plan without regard to this Amendment (*i.e.*, no election available to Participants or Beneficiaries).  
c.  Other: \_\_\_\_\_

For purposes of Amendment Section 4.3, the Plan will also treat the following as eligible rollover distributions in 2009: (If no election is made, then a direct rollover will be offered only for distributions that would be eligible rollover distributions without regard to Code §401(a)(9)(H)):

- d.  2009 RMDs and Extended 2009 RMDs (both as defined in Article IV of this Amendment).  
e.  2009 RMDs (as defined in Article IV of this Amendment) but only if paid with an additional amount that is an eligible rollover distribution without regard to Code §401(a)(9)(H).

**ARTICLE III  
HEART ACT PROVISIONS**

**3.1 Death benefits.** In the case of a death occurring on or after January 1, 2007, if a Participant dies while performing qualified military service (as defined in Code §414(u)), the Participant's Beneficiary is entitled to any additional benefits (other than benefit accruals relating to the period of qualified military service) provided under the Plan as if the Participant had resumed employment and then terminated employment on account of death. Moreover, the Plan will credit the Participant's qualified military service as service for vesting purposes, as though the Participant had resumed employment under USERRA immediately prior to the Participant's death.

**3.2 Benefit accrual.** If the Employer elects in Amendment Section 2.2 to apply this Section 3.2, then effective as of the date specified in Amendment Section 2.2, for benefit accrual purposes, the Plan treats an individual who dies or becomes disabled (as defined under the terms of the Plan) while performing qualified military service with respect to the Employer as if the individual had resumed employment in accordance with the individual's reemployment rights under USERRA, on the day preceding death or disability (as the case may be) and terminated employment on the actual date of death or disability.

- a. Determination of benefits.** The Plan will determine the amount of employee contributions and the amount of elective deferrals of an individual treated as reemployed under this Section 3.2 for purposes of applying paragraph Code §414(u)(8)(C) on the basis of the individual's average actual employee contributions or elective deferrals for the lesser of: (i) the 12-month period of service with the Employer immediately prior to qualified military service; or (ii) the actual length of continuous service with the Employer.
- 3.3 Differential wage payments.** For years beginning after December 31, 2008: (i) an individual receiving a differential wage payment, as defined by Code §3401(h)(2), is treated as an employee of the employer making the payment; (ii) the differential wage payment is treated as compensation for purposes of Code §415(c)(3) and Treasury Reg. §1.415(c)-2 (e.g., for purposes of Code §415, top-heavy provisions of Code §416, determination of highly compensated employees under Code §414(q), and applying the 5% gateway requirement under the Code § 401(a)(4) regulations); and (iii) the Plan is not treated as failing to meet the requirements of any provision described in Code §414(u)(1)(C) (or corresponding plan provisions, including, but not limited to, Plan provisions related to the ADP or ACP test) by reason of any contribution or benefit which is based on the differential wage payment. The Plan Administrator operationally may determine, for purposes of the provisions described in Code §414(u)(1)(C), whether to take into account any deferrals, and if applicable, any matching contributions, attributable to differential wages. Differential wage payments (as described herein) will also be considered compensation for all Plan purposes unless otherwise elected at Amendment Section 2.2.

Section 3.3(iii) above applies only if all employees of the Employer performing service in the uniformed services described in Code §3401(h)(2)(A) are entitled to receive differential wage payments (as defined in Code §3401(h)(2)) on reasonably equivalent terms and, if eligible to participate in a retirement plan maintained by the Employer, to make contributions based on the payments on reasonably equivalent terms (taking into account Code §§410(b)(3), (4), and (5)).

- 3.4 Deemed Severance.** Notwithstanding Section 3.3(i), if a Participant performs service in the uniformed services (as defined in Code §414(u)(12)(B)) on active duty for a period of more than 30 days, the Participant will be deemed to have a severance from employment solely for purposes of eligibility for distribution of amounts not subject to Code §412. However, the Plan will not distribute such a Participant's account on account of this deemed severance unless the Participant specifically elects to receive a benefit distribution hereunder. If a Participant elects to receive a distribution on account of this deemed severance, then the individual may not make an elective deferral or employee contribution during the 6-month period beginning on the date of the distribution. If a Participant would be entitled to a distribution on account of a deemed severance, and a distribution on account of another Plan provision (such as a qualified reservist distribution), then the other Plan provision will control and the 6-month suspension will not apply.

#### ARTICLE IV WAIVER OF 2009 REQUIRED DISTRIBUTIONS

- 4.1 Suspension of RMDs unless otherwise elected by Participant.** This paragraph does not apply if the Employer elected Amendment Section 2.3a, b, or c. Notwithstanding the provisions of the Plan relating to required minimum distributions under Code §401(a)(9), a Participant or Beneficiary who would have been required to receive required minimum distributions for 2009 but for the enactment of Code §401(a)(9)(H) ("2009 RMDs"), and who would have satisfied that requirement by receiving distributions that are (1) equal to the 2009 RMDs or (2) 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 not receive those distributions for 2009 unless the Participant or Beneficiary chooses to receive such distributions. Participants and Beneficiaries described in the

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preceding sentence will be given the opportunity to elect to receive the distributions described in the preceding sentence.

- 4.2 Continuation of RMDs unless otherwise elected by Participant.** This paragraph applies if Amendment Section 2.3a is selected. Notwithstanding the provisions of the Plan relating to required minimum distributions under Code §401(a)(9), a Participant or Beneficiary who would have been required to receive required minimum distributions for 2009 but for the enactment of Code §401(a)(9)(H) ("2009 RMDs"), and who would have satisfied that requirement by receiving distributions that are (1) equal to the 2009 RMDs or (2) 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.
- 4.3 Direct Rollovers.** Notwithstanding the provisions of the Plan relating to required minimum distributions under Code §401(a)(9), and solely for purposes of applying the direct rollover provisions of the Plan, certain additional distributions in 2009, as elected by the Employer in Amendment Section 2.3, will be treated as eligible rollover distributions. If no election is made by the Employer in Amendment Section 2.3, then a direct rollover will be offered only for distributions that would be eligible rollover distributions without regard to Code §401(a)(9)(H).

## ARTICLE V DIVESTMENT OF EMPLOYER SECURITIES

### 5.1 Application and Effective Date of Article.

- a. Application.** This Article V only applies to a Plan that is an "applicable defined contribution plan." Except as provided herein or in Treas. Reg. §1.401(a)(35)-1, an "applicable defined contribution plan" means a defined contribution plan that holds employer securities (within the meaning of Treas. Reg. 1.401(a)(35)-1(f)(3)) that are publicly traded (within the meaning of Treas. Reg. 1.401(a)(35)-1(f)(5)). An "applicable defined contribution" does not include a one-participant plan, as defined in Code §401(a)(35)(E)(iv) or an employee stock ownership plan ("ESOP") as defined in Code §4975(e)(7) if: (i) the ESOP holds no contributions (or related earnings) that are (or were ever) subject to Code §§ 401(k) or 401(m); and (ii) the ESOP is a separate plan, for purposes of Code §414(l), from any other defined benefit plan or defined contribution plan maintained by the same employer or employers. Except as provided in Treas. Reg. §1.401(a)(35)-1(f)(2)(iv) or in Code §401(a)(35)(F)(ii) (relating to certain controlled groups), the Plan is treated as holding publicly traded Employer securities if any Employer corporation, or any member of a controlled group of corporations which includes such Employer corporation (as defined in Code §401(a)(35)(F)(iii)) has issued a class of stock which is a publicly traded Employer security.
- b. Effective date.** The provisions of Code §401(a)(35) generally apply to Plan Years beginning after December 31, 2006. However, the effective date of the provisions relating to Treas. Reg. 1.4.01(a)(35)-1 are applicable to Plan Years beginning on or after January 1, 2011.

- 5.2 Rule applicable to elective deferrals and employee contributions.** If any portion of an "applicable individual's" account attributable to elective deferrals or employee contributions is invested in publicly-traded Employer securities, then, except as otherwise provided herein, the "applicable individual" may elect to direct the Plan to divest any such securities, and to reinvest an equivalent amount in other investment options which satisfy the requirements of Section 5.4. For purposes of

this Section 5.2, an “applicable individual” means: (i) a Participant; (ii) an alternate payee who has an account under the Plan; or (iii) a Beneficiary of a deceased Participant.

**5.3 Rule applicable to Employer contributions.** If any portion of an “applicable individual's” account attributable to nonelective or matching contributions is invested in publicly-traded Employer securities, then, except as otherwise provided herein, the “applicable individual” may elect to direct the Plan to divest any such securities, and to reinvest an equivalent amount in other investment options which satisfy the requirements of Section 5.4.

**a. Definition of “Applicable individual.”** For purposes of this Section 5.3, an “applicable individual” means: (i) a Participant who has completed at least three (3) years of service; (ii) an alternate payee who has an account under the Plan with respect to a Participant who has completed at least three (3) years of service; or (iii) a Beneficiary of a deceased Participant. For this purpose, a Participant completes three (3) years of service on the last day of the vesting computation period provided for under the Plan that constitutes the completion of the third year of service under Code §411(a)(5). However, if the Plan uses the elapsed time method of crediting service for vesting purposes (or the Plan provides for immediate vesting without using a vesting computation period or the elapsed time method of determining vesting), a Participant completes three (3) years of service on the day immediately preceding the third anniversary of the Participant’s date of hire.

**b. Three-year phase-in applicable to Employer contributions.** For Employer securities acquired with nonelective or matching contributions during a Plan Year beginning before January 1, 2007, the rule described in this Section 5.3 only applies to the percentage of the Employer securities (applied separately for each class of securities) as follows:

<u>Plan Year</u>	<u>Percentage</u>
2007	33
2008	66
2009	100

**c. Exception to phase-in for certain age 55 Participants.** The 3-year phase-in rule of Section 5.3.b does not apply to a Participant who has attained age 55 and who has completed at least three (3) years of service (as defined in Section 5.3.a above) before the first Plan Year beginning after December 31, 2005.

**5.4 Investment options.** For purposes of this Article V, other investment options must include not less than three (3) investment options, other than Employer securities, to which the individual who has the right to divest under Amendment Section 5.2 or 5.3 may direct the proceeds from the divestment of Employer securities. Each of the three (3) investment options must be diversified and have materially different risk and return characteristics. For this purpose, investment options that constitute a broad range of investment alternatives within the meaning of Department of Labor Regulation §2550.404c-1(b)(3) are treated as being diversified and having materially different risk and return characteristics.

**5.5 Restrictions or conditions on investments in Employer securities.** The Plan must provide reasonable divestment and reinvestment opportunities at least quarterly. Furthermore, except as permitted by Treas. Reg. §1.401(a)(35)-1(e), the Plan may not impose restrictions or conditions on the investment of Employer securities which the Plan does not impose on the investment of other Plan assets.


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Plan Related Amendments

This Amendment has been executed this 28<sup>th</sup> day of December, 2010

Name of Plan: Alliance For Women and Children 401(k) Plan

Name of Employer: Alliance For Women and Children

By:  Executive Director  
EMPLOYER



**CERTIFICATE OF ADOPTING RESOLUTION**

The undersigned authorized representative of Alliance For Women and Children  
(the Employer) hereby certifies that the following resolutions were duly adopted by Employer on \_\_\_\_\_ and that such resolutions have not been modified or rescinded as of the date hereof;

RESOLVED, the HEART/WRERA Amendment to the Alliance For Women and Children 401(k) Plan  
Plan (the Amendment) is hereby approved and adopted and that an authorized representative of the Employer is hereby authorized and directed to execute and deliver to the Administrator of the Plan one or more counterparts of the amendment.

The undersigned further certifies that attached hereto is a copy of the Amendment approved and adopted in the foregoing resolution.

Date: 12.28.10

Signed: Toni Brown

Toni Brown, Executive Director  
[print name/title]

**SUMMARY PLAN DESCRIPTION  
MATERIAL MODIFICATIONS**

**I  
INTRODUCTION**

This is a Summary of Material Modifications regarding the Alliance For Women and Children 401(k) Plan ("Plan"). This is merely a summary of the most important changes to the Plan and information contained in the Summary Plan Description ("SPD") previously provided to you. It supplements and amends that SPD so you should retain a copy of this document with your copy of the SPD. If you have any questions, contact the Administrator. If there is any discrepancy between the terms of the Plan, as modified, and this Summary of Material Modifications, the provisions of the Plan will control.

**II  
SUMMARY OF CHANGES**

**Military Service.** If you are a veteran and are reemployed under the Uniformed Services Employment and Reemployment Rights Act of 1994, your qualified military service may be considered service with the Employer. There may also be benefits for employees who die or become disabled while on active duty. Employees who receive wage continuation payments while in the military may benefit from law changes effective in 2009. If you think you may be affected by these rules, ask the Plan Administrator for further details.

**Distributions for deemed severance of employment.** If you are on active duty for more than 30 days, then the Plan treats you as having severed employment for distribution purposes. This means that you may request a distribution from the Plan. If you request a distribution on account of this deemed severance of employment, then you are not permitted to make any contributions to the Plan for 6 (six) months after the date of the distribution.

**Differential pay.** If you receive wage continuation payments (referred to as differential pay), then the Plan will generally only treat these amounts as Compensation for salary deferral purposes.