

THE LANCASTER COUNTY, NEBRASKA EMPLOYEES RETIREMENT PLAN
(January 1, 2009 Restatement)

HEART and WRERA
COMPLIANCE AMENDMENT

THIS AMENDMENT is adopted for purposes of amending the Plan to comply with the Heroes Earnings Assistance and Relief Tax Act of 2008 ("HEART"), the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA") and applicable guidance. This Amendment is intended as good faith compliance with the requirements of HEART, WRERA, and the applicable guidance. To the extent the provisions of the Plan are inconsistent with the provisions of this Amendment, the provisions of this Amendment shall be controlling.

Capitalized terms used in this Amendment refer to those terms as used in the Plan.

1. The provisions of Section 6.5 of the Plan, relating to the vesting of Employer Contributions, are amended, effective for Plan Years beginning after December 31, 2007, by the addition of the following new provision:

For purposes of determining whether a Participant is 100 percent vested under this Section, a Participant who is absent from employment as an Employee because of military service and who dies after December 31, 2006, while performing qualified military service (as described in the Uniformed Services Employment and Reemployment Rights Act of 1994) shall be treated as having returned to employment with the Employer immediately prior to his death and as having died while employed by the Employer.

2. The definition of "415 compensation" in Section 7.1 of the Plan is amended, effective as of January 1, 2009, by the addition of the following new provision:

Notwithstanding any other provision of the Plan to the contrary, if a Participant is absent from employment as an Employee to perform service in the uniformed services (as defined in Chapter 43 of Title 38 of the United States Code), his "415 compensation" will include any differential pay, as defined hereunder, he receives or is entitled to receive from his Employer. For purposes of this paragraph, "differential pay" means any payment made to the Participant by the Employer after December 31, 2008, with respect to a period during which the Participant is performing service in the uniformed services while on active duty for a period of more than 30 days that represents all or a portion of the wages the Participant would have received if he had continued employment with the Employer as an Employee.

3. A new Section 15.10 is added to the Plan, immediately following Section 15.9 of the Plan, to provide, as follows:

Notwithstanding any other provision of the Plan to the contrary, including the provisions of the Section of Article XV entitled "Code Section 401(a)(9) Requirements", a Participant who would otherwise be required to receive a minimum distribution from the Plan in accordance with Code Section 401(a)(9) for the 2009 calendar year is not required to receive any such distribution that is payable with respect to the 2009 calendar year. Accordingly, such minimum distributions will be treated as follows:

- (a) If the Participant commenced minimum distributions for a calendar year prior to 2009 (*i.e.*, his Required Beginning Date was prior to April 1, 2010), minimum distributions will continue unless the Participant elects otherwise.
- (b) If the distribution for the 2009 calendar year is the first minimum distribution to be made from the Plan (*i.e.*, the Participant's Required Beginning Date is April 1, 2010), no minimum distribution will be made for 2009 unless the Participant elects otherwise.

4. The provisions of Section 16.2(c) of the Plan are amended, effective for Plan Years beginning after December 31, 2007, by the addition of the following new provision:

In addition to any other optional form of annuity available to a Participant whose Account is subject to the automatic annuity requirements, the Participant may elect distribution through the purchase of a "qualified optional survivor annuity." The "qualified optional survivor annuity" is an annuity that provides monthly payments to the Participant for his life, with monthly payments continuing to his surviving spouse (to whom the Participant was married on his Benefit Payment Date) equal to either (a) 75% of the amount payable during the Participant's lifetime (if the Qualified Joint and Survivor Annuity provides a survivor annuity for the life of the Participant's spouse that is less than 75% of the amount of the annuity that is payable during the joint lives of the Participant and the Participant's spouse) or (b) 50% of the amount payable during the Participant's lifetime (if the Qualified Joint and Survivor Annuity provides a survivor annuity for the life of the Participant's spouse that is greater than or equal to 75% of the amount of the annuity that is payable during the joint lives of the Participant and the Participant's spouse).

5. The provisions of Section 16.4(a) of the Plan, relating to the definition of "eligible retirement plan" for purposes of a direct rollover distribution from the Plan, are amended, effective as of January 1, 2007, by the addition of the following new provision:

Notwithstanding the foregoing, the portion of a Participant's "eligible rollover distribution," if any, that consists of his After-Tax Contributions, made on or after January 1, 2007, may be transferred only to an individual retirement account or annuity described in Code Section 408(a) or (b), to a qualified defined contribution plan described in Code Section 401(a) or 403(a), or to an annuity

contract described in Code Section 403(b), that agrees to separately account for such contributions, including separate accounting for the portion of such "eligible rollover contribution" that is includible in income and the portion that is not includible in income.

6. The provisions of Section 21.14 of the Plan, relating to veterans' reemployment rights, are amended, effective as of January 1, 2007, by the addition of the following new provision:

If a Participant who is absent from employment as an Employee because of military service dies after December 31, 2006, while performing qualified military service (as defined in Code Section 414(u)), the Participant shall be treated as having returned to employment as an Employee on the day immediately preceding his death for purposes of determining the Participant's vested interest in his Account and his Beneficiary's eligibility for a death benefit under the Plan. Notwithstanding the foregoing, except as otherwise specifically provided in this Section, such a Participant shall not be entitled to additional contributions with respect to his period of military leave.

EXECUTED at Lincoln, Nebraska,
this 8 day of January, 2013.

LANCASTER COUNTY

By: Deb Shar
Title