

SECOND AMENDMENT TO THE 2008 RESTATEMENT OF THE  
MARION COUNTY 401(k) EMPLOYEE SAVINGS PLAN

The Marion County 401(k) Employee Savings Plan (the Plan), as amended and restated effective January 1, 2008, and as amended to date, is amended by amending Section 4.5 of the Plan to read as follows, effective for Rollover Contributions made to the Plan after the date this Second Amendment is signed below:

4.5 Rollover Contributions. Subject to the following terms and conditions, the Plan Administrator shall permit a Participant to make or direct a Rollover Contribution to the Plan. For purposes of this Section 4.5, a "Rollover Contribution" means both (1) the Participant's contribution to the Plan, pursuant to Code Section 402(c), of money paid to the Participant in an Eligible Rollover Distribution and (2) an Eligible Rollover Distribution of money transferred to the Plan on behalf of the Participant in a direct trustee-to-trustee transfer pursuant to Code Section 401(a)(31) (and also pursuant to Code Section 403(b)(10) in the case of an annuity contract described in Code Section 403(b); and also pursuant to Code Section 457(d)(1)(C) in the case of an eligible deferred compensation plan described in Section 4.5(a)(iv)).

(a) Except as prescribed herein, the Plan shall accept a Rollover Contribution on behalf of a Participant from the following sources:

(i) An employees' trust described in Code Section 401(a) which is exempt from tax under Code Section 501(a), including without limitation the Oregon Public Employees Retirement System while it is such an employee's trust.

(ii) An annuity plan described in Code Section 403(a).

(iii) An annuity contract described in Code Section 403(b).

(iv) An eligible deferred compensation plan described in Code Section 457(b) which is maintained by an employer described in Code Section 457(e)(1)(A) (a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state), including without limitation the Marion County Deferred Compensation Plan while it is such an eligible deferred compensation plan.

(v) An individual retirement account described in Code Section 408(a).

(vi) An individual retirement annuity described in Code Section 408(b) (other than an endowment contract).

(b) The Plan shall not accept any of the following:

(i) A Rollover Contribution of money paid to the Participant in an Eligible Rollover Distribution received by the Participant more than 60 days before the date the Plan would receive the Rollover Contribution.

(ii) A Rollover Contribution from a Roth IRA described in Code Section 408A(b) or from a designated Roth contribution account maintained under a Code Section 401(k), 403(b), or 457(b) plan.

(iii) A Rollover Contribution of an amount not includible in gross income, including without limitation after-tax employee contributions.

(c) For purposes of this Section 4.5, an Eligible Rollover Distribution is any distribution of all or any portion of the balance to the credit of the Participant, except that an Eligible Rollover Distribution does not include any of the following:

(i) Any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the employee or the joint lives (or joint life expectancies) of the employee and the employee's designated beneficiary (within the meaning of Code Section 402(c)(4)(A)(i)), or for a specified period of ten years or more.

(ii) Any distribution to the extent such distribution is required under Code Section 401(a)(9).

(iii) Any distribution made upon the hardship (within the meaning of Code Section 402(c)(4)(C)) of the employee.

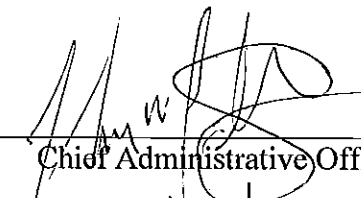
(iv) Any other distribution designated in Treasury regulations, or by the Commissioner of Internal Revenue Service pursuant to Treasury regulations, as not an eligible rollover distribution within the meaning of Code Section 402(c)(4).

(d) The Plan shall not accept a Rollover Contribution unless the Plan Administrator reasonably concludes that the contribution satisfies the requirements under the Internal Revenue Code for an Eligible Rollover Distribution to be transferred to the Plan without the inclusion of any of the amount transferred in gross income.

(e) A Rollover Contribution on behalf of a Participant shall be allocated as of the date received to a separate Rollover Account established and maintained on the Participant's behalf. A Participant shall at all times be fully vested and have a nonforfeitable interest in the balance of his or her Rollover Account.

(f) If the Plan accepts an invalid Rollover Contribution based on the Plan Administrator's reasonable conclusion that the contribution is a valid Rollover Contribution but the Plan Administrator later determines that the contribution was an invalid Rollover Contribution, the Plan shall distribute to the affected Participant the amount of the invalid Rollover Contribution, plus any earnings attributable thereto, within a reasonable time after such determination.

MARION COUNTY, OREGON

By:   
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Chief Administrative Officer

Signed this 04/19/11, 2011