

**AMENDMENT NO. 3
TO THE
STATE OF MAINE DEFERRED COMPENSATION PLAN
(AS RESTATED AND AMENDED JANUARY 1, 2004)**

WHEREAS, Section 9.01 of the State of Maine Deferred Compensation Plan (the "Plan") provides that the State of Maine may amend the Plan at any time and from time to time, subject to restrictions not here relevant; and

WHEREAS, the State of Maine desires to amend the Plan to permit rollers to and from 403(b) plans and to permit non-spouse beneficiaries of deceased Participants to roll over such distributions;

NOW, THEREFORE, Section 7.10 of the Plan is hereby amended, effective as of October 1, 2009, to read in its entirety as follows:

"7.10 Direct Rollover of Certain Distributions

Notwithstanding any provision of the Plan to the contrary that would otherwise limit a distributee's election under this Section, a distributee may elect, on or after January 1, 2002, at the time and in the manner prescribed by the Administrator, to have any portion of an eligible rollover distribution paid directly to an eligible retirement plan specified by the distributee in a direct rollover. The following definitions apply to the terms used in this Section:

- (a) "Eligible rollover distribution" means any distribution of all or any portion of the balance to the credit of the distributee, except that an eligible rollover distribution does not include:
- (1) 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 distributee or the joint lives (or joint life expectancies) of the distributee and the distributee's designated beneficiary, or for a specified period of ten years or more,
 - (2) any distribution to the extent such distribution is required under Section 401(a)(9) of the Code,

**AMENDMENT NO. 2
TO THE
STATE OF MAINE DEFERRED COMPENSATION PLAN
(AS RESTATED AND AMENDED JANUARY 1, 2004)**

WHEREAS, Section 9.01 of the State of Maine Deferred Compensation Plan (the "Plan") provides that the State of Maine may amend the Plan at any time and from time to time, subject to restrictions not here relevant; and

WHEREAS, the State of Maine desires to amend the Plan to permit lump sum distributions to Members with Account Balances of \$1000 or less;

NOW, THEREFORE, the Plan is hereby amended, effective as of July 17, 2007, as follows:

1. A new Section 7.12 is hereby added to read in its entirety as follows:

"7.12 Automatic Cash Distribution

- (a) As of September 1, 2007, if the value of the Vested Portion of the Member's Accounts is \$1000 or less, a lump sum payment shall automatically be made as soon as administratively practicable following the Member's termination of employment. The distribution shall be made in a cash lump sum, unless the Member elects a rollover option, pursuant to section 7.10.
- (b) In the event a Terminated Vested Employee, not currently in pay status on January 1, 2007, has an Account balance of \$1000 or less, a lump sum payment shall automatically be made as soon as administratively practicable, payable as described in 7.12(a)."

2. Section 7.01 is hereby amended to read in its entirety as follows:

"7.01 Benefits on Severance from Employment

Unless the Participant elects an optional form of payment under Section 7.03 or qualifies for an automatic cash distribution under Section 7.12, a Participant shall receive his Account in monthly installments for a period of 120 months. If the Participant dies prior to receiving the 120th monthly payment, any remaining payments shall be paid monthly to the Participant's Beneficiary. The first monthly installment shall be paid to the Participant as soon administratively possible following his Severance from Employment unless the Participant elects a deferred benefit commencement date under Section 7.02."

IN WITNESS WHEREOF, and as conclusive evidence of the adoption of this amendment to the State of Maine Deferred Compensation Plan (Restated and Amended January 1, 2004), the State of Maine has caused its seal to be affixed hereto and these presents to be duly executed in its name and on its behalf by its proper officers thereunto authorized this _____ day of _____, 2007.

ATTEST:

STATE OF MAINE

Signature

By: _____
Signature

Name

Name

Title

Title