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Mayfield Village Deferred Compensation Plan
(Governmental 457(b) Plan)

AMENDMENT

RE: The Heroes Earnings Assistance and Relief Tax Act of 2008

PREAMBLE

Adoption and Effective Date of Amendment. This amendment of the Plan is adopted to reflect statutory changes pursuant to the Heroes Earnings Assistance and Relief Tax Act of 2008 (“HEART”) and related guidance. This amendment is intended as good faith compliance with the requirements of the HEART Act and is to be construed in accordance with guidance issued thereunder.

Except as provided otherwise below, the amendments contained herein shall be effective for Plan Years beginning after December 31, 2008.

Supersession of Inconsistent Provisions. This amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this amendment.

Article 1. Death of Participant While Performing Qualified Military Service (HEART Section 104). This Plan is amended by inserting the following new section at the end:

In the case of a Participant who dies on or after January 1, 2007 while performing qualified military service as defined in Code Section 414(u)(5) (“QMS”), such Participant shall be treated under the Plan as having resumed employment with the Sponsor and then terminated employment on account of death. Such treatment shall include, but is not limited to:

Vesting. The Plan is hereby amended to give any Participant who dies while performing QMS a 100 percent vested interest in his Account regardless of the existing vesting schedule, if any.

Article 2. Treatment of QMS for Other Benefit Accrual Purposes (HEART Section 104). Participants who die and/or become disabled while performing QMS on or after January 1, 2007 shall be treated as having resumed employment for purposes of the Plan on the day prior to dying or becoming disabled for purposes of calculating contributions pursuant to Code Section 414(u)(9).

Article 3. Differential Wages (HEART Section 105). For purposes of this Amendment, "Differential Wages" shall be defined as wages paid to an Employee by the Sponsor with regard to military service meeting the definition of differential wage payment found in Code Section 3401(h)(2).

3.1 Effective for wages paid after 12/31/2008, Differential Wages shall be specifically included in the definition of Compensation under the Plan.

This Amendment has been executed this _____ day of _____, _____.

Name of Plan: Mayfield Village 457(b) Plan

Name of Sponsor: Mayfield Village

Sponsor:

By: _____

Title: _____