



WRERA Adoption Agreement, Amendment, and Summary of Material Modifications

For use with TIAA-CREF's ERISA Specimen
403(b) Plans for Section 501(c)(3) Tax Exempt
Employees Basic Plan Document



Financial Services

Worker, Retiree and Employer Recovery Act of 2008 (WRERA)

Adoption Agreement Amendment

This amendment of the Plan (hereinafter referred to as "the Amendment") is comprised of this Worker, Retiree and Employer Recovery Act of 2008 (WRERA) Adoption Agreement Amendment (the "Adoption Agreement Amendment") and the corresponding Basic Plan Document Amendment. The Amendment is adopted to reflect the provisions of WRERA. The Amendment is intended to provide good faith compliance with WRERA and related guidance until the Plan is formally restated to incorporate such guidance. The Amendment is effective January 1, 2009, and such provisions apply to Plan operations during the period beginning on December 1, 2009, and ending on December 31, 2009. The IRS will not consider the Plan to have failed to operate in accordance with its terms merely because during the period beginning on January 1, 2009, and ending on November 30, 2009, the Plan's operation conflicted with the provisions of the Amendment pertaining to required minimum distributions (RMDs) for 2009. The Amendment supersedes the existing provisions of the Plan to the extent that those provisions are inconsistent with the provisions of the Amendment.

EMPLOYER INFORMATION

Name of Plan TIAA-CREF Retirement Plan For All Employees Of SEDC

Plan Sequence Number 001 Account Number 366038

DISTRIBUTIONS

Complete Parts A through C

Part A. 2009 RMD Payment Election

May Participants and Beneficiaries who would have otherwise been required to receive RMDs for 2009 but for the enactment of Code Section 401(a)(9)(H) choose whether to remove their 2009 RMD or Extended 2009 RMD from the Plan (*select one*)?

Option 1: ☒ Yes. (*Complete the following*)

If a Participant or Beneficiary does not choose whether to remove their 2009 RMD or Extended 2009 RMD, the Employer will (*select one*):

Suboption (a): ☒ retain such amount within the Plan.

Suboption (b): ☐ distribute such amount to the Participant or Beneficiary.

NOTE: If no suboption is selected, Suboption (a) will apply.

Option 2: ☐ No. (*Complete the following*)

The Employer will (*select one*):

Suboption (a): ☐ retain such amount within the Plan.

Suboption (b): ☐ distribute such amount to the Participant or Beneficiary.

NOTE: If no suboption is selected, Suboption (a) will apply.

NOTE: If no option is selected, Option 1 will apply. If Option 2, Suboption (a) is selected, ERISA Section 204(g) may be violated if no other distribution event is available to a Participant or Beneficiary under the Plan. Generally, ERISA Section 204(g) prohibits the elimination of protected benefits and protected benefits include the timing of payout options. Refer to ERISA Section 204(g) and the corresponding Treasury regulation for details pertaining to the elimination of an otherwise protected benefit.

Part B. Annuity Starting Dates

If a 2009 RMD or Extended 2009 RMD is not removed from the Plan, there will be (*select one*):

Option 1: ☐ a new Annuity Starting Date upon recommencement.

Option 2: ☒ no new Annuity Starting Date upon recommencement.

NOTE: If no option is selected, Option 2 will apply. A Plan subject to the Qualified Joint and Survivor Annuity provisions must follow the procedures described in IRS Notice 97-75, Q&A-8 regarding Annuity Starting Dates.

Part C. Definition of Eligible Rollover Distribution

For purposes of the Direct Rollover distribution provisions of the Plan, the following will also be treated as Eligible Rollover Distributions (*select one*):

Option 1: ☒ 2009 RMDs and Extended 2009 RMDs.

Option 2: ☐ 2009 RMDs.

Option 3: ☐ Neither 2009 RMDs nor Extended 2009 RMDs.

NOTE: If no option is selected, Option 1 will apply.

EMPLOYER SIGNATURE

Signature of Employer

1. I acknowledge that I have relied upon my own advisers regarding the completion of the Amendment and the legal and tax implications of amending this Plan;
2. I understand that my failure to properly complete the Amendment may result in disqualification of the Plan; and
3. I have received a copy of the Amendment.

Signature of Adopting Employer Arnold W. Kriegel Date Signed December 6, 2011

Type Name Arnold W. Kriegel Title Vice President & CFO

Worker, Retiree and Employer Recovery Act of 2008 (WRERA)

Basic Plan Document Amendment

The amendment of the Plan (hereinafter referred to as "the Amendment") is comprised of this Worker, Retiree and Employer Recovery Act of 2008 (WRERA) Basic Plan Document Amendment (the "Basic Plan Document Amendment") and the corresponding Adoption Agreement Amendment. The Amendment is intended to provide good faith compliance with WRERA and related guidance until the Plan is formally restated to incorporate such guidance. The Amendment is effective January 1, 2009, and such provisions apply to Plan operations during the period beginning on December 1, 2009, and ending on December 31, 2009. The IRS will not consider the Plan to have failed to operate in accordance with its terms merely because during the period beginning on January 1, 2009, and ending on November 30, 2009, the Plan's operation conflicted with the provisions of the Amendment pertaining to required minimum distributions (RMDs) for 2009.

DEFINITIONS

2009 RMD

2009 RMD is added to the Plan as a new defined term with the following definition:

Means a required minimum distribution that would have been distributed to a Participant or Beneficiary for 2009 but for the enactment of Code Section 401(a)(9)(H).

EXTENDED 2009 RMD

Extended 2009 RMD is added to the Plan as a new defined term with the following definition:

Means one or more payments in a series of substantially equal distributions (that include the 2009 RMD) made at least annually and expected to last for the life (or life expectancy) of the Participant and the Participant's designated Beneficiary, or for a period of at least 10 years.

ELIGIBLE ROLLOVER DISTRIBUTION

The Plan's definition of Eligible Rollover Distribution is modified by adding the following as a new paragraph to the end.

Notwithstanding the foregoing, solely for purposes of applying the Direct Rollover distribution provisions of the Plan, 2009 RMDs and Extended 2009 RMDs distributed for 2009 will be treated as Eligible Rollover Distributions, unless otherwise elected in the Adoption Agreement Amendment.

REQUIRED BEGINNING DATE

The Plan's definition of Required Beginning Date is modified by adding the following as a new paragraph to the end.

If a 2009 RMD or Extended 2009 RMD is not removed from the Plan for any Participant according to Code Section 401(a)(9)(H) and the Plan is subject to the Qualified Joint and Survivor Annuity provisions of the Basic Plan Document, the requirements of IRS Notice 97-75, Q&A-8, must be satisfied.

No new Annuity Starting Date will apply upon recommencement of RMDs for 2010, unless otherwise elected in the Adoption Agreement Amendment.

CONTRIBUTIONS

The Basic Plan Document Section titled Rollover is modified by adding the following to the end:

If the Plan allows rollover contributions, 2009 RMDs and Extended 2009 RMDs distributed for 2009 will be considered Eligible Rollover Distributions and may be rolled over to the Plan in accordance with this section and the Plan's existing rollover contribution elections.

DISTRIBUTIONS

The Basic Plan Document Section titled Required Minimum Distribution Requirements is modified by adding the following, as the next alphabetically ordered paragraph, to the end.

Temporary Waiver of Required Minimum Distribution Requirements

Notwithstanding anything in the Plan or the definition of Distribution Calendar Year to the contrary, Participants and Beneficiaries who would have been required to receive a 2009 RMD or Extended 2009 RMD but for the enactment of Code Section 401(a)(9)(H) will be given the choice to receive such distributions for 2009 unless otherwise indicated in the Adoption Agreement Amendment.

If a Participant or Beneficiary described above is allowed to remove their 2009 RMD or Extended 2009 RMD but does not elect to receive such amount, the 2009 RMD or Extended 2009 RMD will be retained in the Plan unless otherwise indicated in the Adoption Agreement Amendment.

In addition, notwithstanding anything in the Plan to the contrary, if a Beneficiary's balance is required to be distributed under Code Section 401(a)(9)(B)(ii), the five-year period described in such section shall be determined without regard to calendar year 2009.

Worker, Retiree and Employer Recovery Act of 2008 (WRERA)

Summary of Material Modifications

Name of Plan TIAA-CREF Retirement Plan For All Employees Of SEDC

Name of Adopting Employer SEDC

Plan Sequence Number 001 Plan Year End December 31, 2011

The purpose of this document is to update your Summary Plan Description (SPD). This document is very important and should be kept with your SPD. The effective date of the following required minimum distribution provisions was January 1, 2009. If any provisions in this Summary of Material Modifications (SMM) conflict with your SPD, the terms of this SMM will apply. To the extent addressed below, your SPD is amended to read as follows.

CONTRIBUTIONS

Q1. If I received 2009 required distributions from other retirement plans, was I permitted to combine them with my dollars under this Plan?

The Plan's rules regarding rollover contributions applied to 2009 required distributions. The rules are listed in the Summary Plan Description previously provided to you.

DISTRIBUTIONS

Q1. If I am a Participant that was over age 70½ and would ordinarily have been required to take a distribution for 2009 or if I am a beneficiary and would ordinarily have been required to take a distribution for 2009, was the distribution for 2009 optional?

☒ Yes

If you did not inform your Employer of your choice, the amount that would have been required to be distributed for 2009 was

☒ retained within the Plan.

☐ distributed from the Plan.

☐ No

Your 2009 required distribution was

☐ retained within the Plan.

☐ distributed from the Plan.

Q2. If I am a beneficiary subject to distribution under the five-year rule described in my Summary Plan Description, does 2009 count toward determining the deadline for receiving a distribution?

If you are or were using the five-year rule for distributions, 2009 does not count toward determining the end of the five-year period. For example, if the Participant died in 2007, you will have until December 31, 2013, instead of December 31, 2012, to deplete your account under the Plan.

Q3. If I am a married participant and the spousal consent rules apply to the Plan, did my spouse have to provide consent if I did not receive a 2009 required payment or provide consent when I began payments again in 2010?

Your spouse's consent may have been required to either stop required payments for 2009, begin payments again in 2010, or both. You may check the Summary Plan Description previously provided to you to determine if the spousal consent rules apply to the Plan and, if so, your Plan Administrator can tell you whether spousal consent was needed to stop and/or re-start required distributions.

Q4. If I received a 2009 required distribution, could I have rolled over my money into another retirement plan?

You may have chosen to roll over your distribution to another eligible retirement arrangement. You must have followed the procedures established by your Employer.