

**THIRD AMENDMENT
TO THE
GEORGE MASON UNIVERSITY
CASH MATCH PLAN**

WHEREAS, the George Mason University Cash Match Plan (the “Plan”) was established by George Mason University (the “University”) effective April 1, 2000;

WHEREAS, the University wishes to amend the Plan to permit the University to make discretionary matching contributions to the Plan in an amount determined by the Board, as permitted by Section 51.1-609 of the Code of Virginia;

WHEREAS, Section 7.1 of the Plan permits the University to amend the Plan at anytime;

NOW, THEREFORE, in accordance with the foregoing, the Plan is hereby amended as follows effective [DATE]:

1. Section 3.1 is amended as follows:
 - A. Paragraph 3.1(a) is renamed “Minimum Match.”
 - B. Paragraph 3.1(b) is amended in its entirety to read as follows:

(b) Discretionary Match

The Employer may credit to each Participant’s Accumulation Account on a semi-monthly basis an amount equal to such additional dollar amount or percentage, as determined by the Board (or its designee), of the deferrals made by each Participant eligible to receive the Minimum Match described in paragraph 3.1(a) for such semi-monthly period.

2. Section 3.2 is amended by changing the reference to the Code of Virginia contained therein from “section 51.1-606” to “sections 51.1-606 through 613”
3. In all respects not amended, the Plan is hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned, being an authorized officer of the University, has caused this **THIRD AMENDMENT TO THE GEORGE MASON UNIVERSITY CASH MATCH PLAN** to be executed on behalf of the University this ____ day of _____, 2004.

GEORGE MASON UNIVERSITY

By: _____
Name: _____
Title: _____