

Amendment to the AllianceBernstein 403(b)(7) Custodial Agreement

After 2008, AllianceBernstein will no longer accept contributions to an AllianceBernstein 403(b)(7) Custodial Account. In addition, AllianceBernstein will not agree to be a designated 403(b) vendor under any employer's 403(b) plan. To address these changes, AllianceBernstein is amending the AllianceBernstein Custodial Agreement as follows:

1. Section 5: "Contributions and Transfers" is amended by adding the following new paragraph at the end of that section:

Notwithstanding any provision of this Custodial Agreement to the contrary, the Custodian will not accept any contributions to the Custodial Account, including, but not limited to, Elective Deferrals, Employer Contributions, Rollover Contributions, or transfers or exchanges from 403(b) contracts of other investment providers, after December 31, 2008, or, if later, the effective date of the final 403(b) regulations published by the Internal Revenue Service in the Federal Register on July 26, 2007. Dividends received on AllianceBernstein Fund Shares may continue to be reinvested in AllianceBernstein Fund Shares as directed by the Employee.

2. Section 7A: "Distributions from a Custodial Account—Employee Distribution Entitlement" is amended by adding the following paragraph at the end of that section:

The Employer must authorize any distribution from the Custodial Account, or any transfer or exchange from the Custodial Account to a 403(b) contract of another investment provider. Such authorization must be documented in a manner acceptable to AllianceBernstein. Notwithstanding any provision of this Custodial Agreement to the contrary, neither distributions on account of an Employee's financial hardship nor loans to an Employee with respect to a Custodial Account shall be permitted after December 31, 2008.

3. Section 15: "Miscellaneous Provisions" is amended by adding the following new subsection G at the end of that section:

G. AllianceBernstein will not agree to be a designated 403(b) contract vendor under any Employer's plan.

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