



Prudential

The Prudential Insurance Company of America

AMENDMENT TO BE ATTACHED TO AND MADE A PART OF SYNTHETIC GIC CONTRACT Contract Number GA-62203

Effective on February 5, 2010, the Contract is amended to the extent set forth below:

- 1. The term "Competing Fund" in section 1.2, "Definitions", of the Contract is deleted in its entirety and replaced with the following:

"Competing Fund means any investment option of the Plan which offers the ability to invest in (i) a stable value fund or ii) an investment with characteristics substantially similar or identical to a stable value fund or (iii) a fixed income fund, money market fund, or any investment fund primarily invested in fixed income securities with an average duration less than or equal to the duration of the Barclays Capital Intermediate US Aggregate Index. In addition, the Schwab SDB, an investment option of the Plan, is a Competing Fund. Prudential agrees to consider the Schwab SDB as non-competing until such time, in Prudential's sole discretion, we determine that participant directed activity within such investment option has caused or will cause adverse economic impact on the risk profile of this contract."

The terms and conditions of the Contract unaffected by this Amendment remain in full force and effect.

CITY OF TEMPE FOR THE EXCLUSIVE BENEFIT OF PARTICIPANTS AND BENEFICIARIES OF THE CITY OF TEMPE 401(k) SAVINGS AND INVESTMENT PLAN AND CITY OF TEMPE SECTION 457 ELIGIBLE DEFERRED COMPENSATION PLAN

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

By: Title: Date:

By: [Signature] Title: Second Vice President Date: 3-1-2010

City Attorney Date: Attest By: Date:

NATIONWIDE TRUST COMPANY, FSB, A DIVISION OF NATIONWIDE BANK By: [Signature] Title: Chief Trust Officer Date: 2/18/10