Carruth Compliance Consulting, Inc.
403(b) Plan Good Faith Compliance Resolution

Whereas: Carruth Compliance Consulting, Inc. ("CCC") serves as 403(b) Plan Third Party Administrator ("TPA") for more than eighty-five (85) Public School Districts, Educational Service Districts, and Community Colleges in the states of Oregon and Washington ("CCC Clients");

And Whereas: Waddell & Reed, Inc. ("Vendor") currently has relationships with some CCC Clients, being eligible to receive contributions (i.e., holding a payroll slot) and/or being eligible to receive exchanges within, plan-to-plan transfers into, and rollover contributions into CCC Client Plans;

And Whereas: CCC Clients, CCC, and Waddell & Reed, Inc. desire for current relationships to continue beyond December 31, 2008;

And Whereas: Time constraints for compliance with Treasury Regulations 1.403(b)-1 through 1.403(b)-11 ("403(b) Regulations") have proved to be challenging, yet there is no indication that the January 1, 2009 applicable date for most requirements will be extended;

And Whereas: The 403(b) Regulations established a precedent by requiring only that an Employer and receiving Vendor not under the Plan agree to enter into an Information Sharing Agreement by December 31, 2008 to allow a contract exchange after September 24, 2007;

And Whereas: Revenue Procedure 2007-71 established another precedent by providing a January 1, 2009 through June 30, 2009 window for correcting improper exchanges occurring after September 24, 2007;

And Whereas: No guidance has been provided for correction of defects in Plans resulting from failure to meet new requirements imposed by the 403(b) Regulations, other than the year plus window for negotiating Information Sharing Agreements, assuming a good faith agreement to do so was in place;

Therefore, Be It Resolved That: CCC and Vendor agree that they will effectuate appropriate agreements and provide each other with sufficient information to enable both parties, in cooperation with CCC Clients, to meet all requirements of the 403(b) Regulations no later than June 30, 2009;

Be It Also Resolved That: CCC and Vendor jointly agree to avail themselves of future guidance provided by the IRS to correct any Plan defects that might result from adoption of this Resolution.

Carruth Compliance Consulting, Inc.

I hereby certify that CCC will perform obligations under this Resolution that pertain to CCC. Authority for CCC to accept these responsibilities on behalf of each CCC Client Employer has been granted via Power of Attorney documents available on the CCC website at www.ncompliance.com/authorization_letters.aspx.

J. H. Carruth — 11/22/2008
Signature — Date

J. Harvey Carruth, President
By: (Authorized CCC Officer Name, Title)

10555 SW Lady Marion Drive, Tigard, OR 97224
Address

503-968-8961, Harvey@ncompliance.com
Telephone, E-mail Address

Vendor Representative

I hereby certify that Vendor will perform obligations under this Resolution that pertain to Vendor. Also, I confirm that I am authorized to accept these responsibilities on behalf of Vendor.

Mark P Buyle — 12-19-08
Signature — Date

Mark P. Buyle, Senior Vice President
By: (Authorized Vendor Officer Name, Title)

6300 Lamar Ave Shawnee Mission KS
Address

MBuyle@waddell.com
Telephone, E-Mail Address