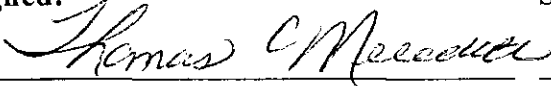
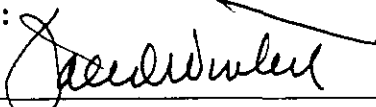
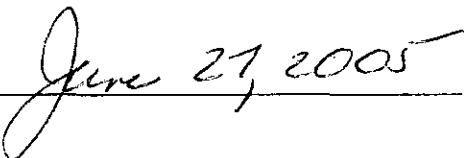


**Amendment to the Agreement for the
Board of Regents of the
University System of Georgia 457(f) Deferred Compensation Plan**

The following Amendment revises and replaces the Agreement signed by Dr. Thomas Meredith on December 17, 2004 and the University System of Georgia (the "Original Agreement"). Such Amendment is made in accordance with Section 10.1 of the University System of Georgia 457(f) Deferred Compensation Plan and has received the requisite approval of the Board of Regents.

Participant's Name:	Dr. Thomas Meredith
Institution:	University System of Georgia
Opening Account Balance:	\$90,500
Description of Employer Contribution:	\$16,000 per month until Dr. Meredith ceases to be Chancellor
Vesting Date:	The first to occur of the Term End Date or June 30, 2007
Initial Investments:	In accordance with the "Tom Meredith Fidelity 457(f) Investment Allocations," attached to the Original Agreement
Distribution Form:	Lump sum
Signed: 	Signed: 
Dr. Thomas Meredith	Joel O. Wooten, Jr., Chairman of the Board of Regents, University System of Georgia
Date 	Date 