

**AMENDMENT NO. TWO  
TO THE  
UNIVERSITY OF COLORADO HEALTH AND WELFARE PLAN**

WHEREAS, The Regents of the University of Colorado, a body corporate and a state institution of higher education of the State of Colorado (the "University") maintains the University of Colorado Health and Welfare Plan (the "Plan") for the benefit of eligible employees; and

WHEREAS, Section 6.1 of the Plan reserves to the University the right to amend the Plan;

NOW THEREFORE, the Plan is amended effective July 1, 2010, unless otherwise noted herein, to read as follows:

1. Section 5.2(b) of the Plan is amended in its entirety, to read as follows:

“(b) General Authority

The Plan Administrator shall have all the powers necessary or appropriate to carry out its duties, including the discretionary authority to interpret the provisions of the Plan. Any interpretation or construction of or action by the Plan Administrator with respect to the Plan and its administration shall be conclusive and binding upon any all parties and persons affected hereby, subject to the appeal procedure set forth in Section 5.7.”

2. Section 7.14 of the Plan is amended by adding the following immediately prior to the last sentence thereof, to read as follows:

“Notwithstanding any Plan provision to the contrary, any benefits provided under Code Section 104 are held in the general assets of the Employer or in a separate trust or trusts (other than the Trust).”

This Amendment No. Two is executed effective as of July 1, 2010, as follows:

**PLAN SPONSOR**

THE REGENTS OF THE UNIVERSITY OF  
COLORADO, a body corporate, and state institution of  
higher education of the State of Colorado

By: \_\_\_\_\_

Bruce D. Benson  
President

Date: 11/2/10