

**THIRD AMENDMENT TO CITY CONTRACT NO. C-112352 BETWEEN
THE CITY OF LOS ANGELES AND
GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY
FOR ADMINISTRATION, RECORDKEEPING, EMPLOYEE
COMMUNICATION/ENROLLMENT SERVICES, BROKERAGE WINDOW AND
TRUSTEE SERVICES RELATIVE TO THE CITY OF LOS ANGELES §457 DEFERRED
COMPENSATION PLAN**

This Third Amendment to City Contract No. C-112352 is entered into by and between the City of Los Angeles (hereinafter referred to as "CITY"), and Great-West Life & Annuity Insurance Company, including its subsidiaries of: FASCore, LLC and GWFS Equities, Inc. (hereinafter referred to as "GWL&A"), a Greenwood Village, Colorado corporation, with reference to the following:

WHEREAS, CITY and GWL&A have entered into City Contract No. C-112352 (the "Contract") for GWL&A to provide administrative, recordkeeping, employee communication/enrollment services, brokerage window and trustee services for the City of Los Angeles §457 Deferred Compensation Plan; and

WHEREAS, CITY and GWL&A are desirous of amending the Contract for the purpose of: (a) revising the provision of trustee services by GWL&A under the Contract and; (b) making such other changes as are required in connection with the foregoing, all as detailed elsewhere in this Amendment.

NOW, THEREFORE, in consideration of the premises and of the terms, covenants and conditions set forth herein, the parties hereto covenant, agree and represent as follows:

1. The reference to "Orchard Trust Company LLC" in the introductory paragraph of the Contract shall be deleted; and
2. The last Whereas clause shall be modified to read as follows:

"WHEREAS, all Plan assets have been placed into a trust, a custodial account through Wells Fargo Bank N.A., or annuity contract meeting the requirements of Section 457(g) of the Code and which shall remain effective for the duration of this Agreement."

Except as amended by this Third Amendment, all other terms and conditions of Contract C-112352 shall remain in full force and effect.

IN WITNESS THEREOF, the parties hereto have caused this instrument to be signed by their respective duly authorized officers. By signing this Amendment, the parties certify that they have read and understood it, that they agree to be bound by the terms of the Agreement and that they have the authority to sign it. This Amendment is not binding on either party until approved by both parties.

THE CITY OF LOS ANGELES DEFERRED COMPENSATION PLAN

By _____ Date _____
Eugene Canzano
Chairperson, Board of
Deferred Compensation
Administration

GREAT WEST LIFE & ANNUITY INSURANCE COMPANY

By _____ Date: _____
Gregory E. Seller
Senior Vice President

APPROVED AS TO FORM:

ATTESTED:

Carmen A. Trutanich, City Attorney

June Lagmay, City Clerk

By _____ By _____
Regina C. Mills Deputy City Clerk
Deputy City Attorney

Approved Signature Methods:

- 1) Two signatures: One of the Chairman of the Board of Directors, President or Vice-President, and one of the Secretary, Assistant Secretary, Chief Financial Officer, or Assistant Treasurer.
- 2) One signature of a Corporate-designated individual together with a properly attested resolution of the Board of Directors authorizing the individual to sign.

City Business License Number 0002105306-0001-1

Internal Revenue Service Taxpayer Identification Number 84-0467907

Agreement Number C-112352