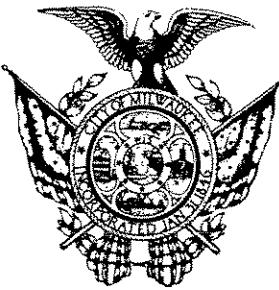


CITY OF MILWAUKEE

Form CA-43

GRANT F. LANGLEY
City Attorney

RUDOLPH M. KONRAD
PATRICK B. McDONNELL
LINDA ULISS BURKE
Deputy City Attorneys



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January 5, 2004

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THOMAS J. BEAMISH
MAURITA F. HOUREN
JOHN J. HEINEN
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JAN A. SMOKOWICZ
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MARYNELL REGAN
G. O'SULLIVAN-CROWLEY
DAWN M. BOLAND
KATHRYN M. ZALEWSKI

Assistant City Attorneys

Ms. Anne M. Bahr
Employes' Retirement System
Room 603 – City Hall

Re: Amendment to Indemnification Agreement between
the City of Milwaukee and the Employes' Retirement System

Dear Ms. Bahr:

Enclosed is the fully executed Amendment to Indemnification Agreement between the City of Milwaukee and the Employes' Retirement System.

Very truly yours,

RUDOLPH M. KONRAD
Deputy City Attorney

RMK:imb
enclosure
c: W. Martin Morics (w/enc.)
Ronald D. Leonhardt (w/enc.)
1054-2003-3616:76403

AMENDMENT TO INDEMNIFICATION AGREEMENT
BETWEEN
THE CITY OF MILWAUKEE
AND
THE EMPLOYES' RETIREMENT SYSTEM

Amendment dated this 30th day of December, 2003 to the Indemnification Agreement between the City of Milwaukee (City), a municipal corporation organized and existing under the laws of the State of Wisconsin and the Employes' Retirement System of the City of Milwaukee (MERS), a body corporate and politic organized and existing under the laws of the State of Wisconsin and the ordinances of the City of Milwaukee, dated June 30, 1992, as amended.

The City and MERS entered into an agreement of indemnification dated June 30, 1992, with the City as "Indemnitor" and MERS, the Annuity and Pension Board of MERS and each individual of the Board while acting in his or her capacity collectively referred to as "Indemnitee, " through December 31, 1999.

Whereas, on December 22, 1999, the parties amended and supplemented this Agreement and extended the Agreement through December 31, 2000; and

Whereas, on December 31, 2000, the parties extended this Agreement, as amended and supplemented, through December 31, 2001.

Whereas, on December 19, 2001, the parties extended this Agreement, as amended and supplemented, through December 31, 2003.

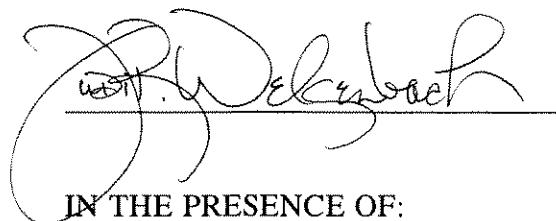
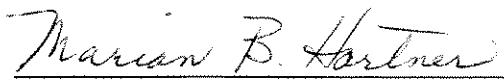
Whereas, the parties to this Agreement wish to extend the Agreement, as amended and supplemented, to December 31, 2005;

Now, therefore, in consideration of the mutual promises of the parties, the parties agree that the Agreement dated June 30, 1992, as amended and supplemented on December 22, 1999, December 31, 2000, and December 19, 2001, is extended to continue in effect pursuant to its terms and conditions through December 31, 2005.

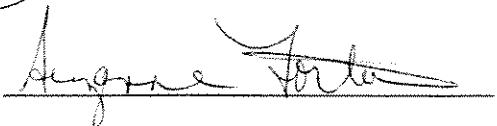
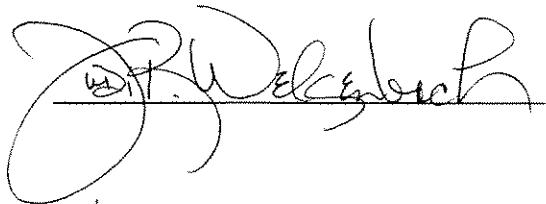
Amendment to Indemnification Agreement
Page 2

In Witness Whereof, the parties have executed this amendment to the Agreement as of the day and year first written above.

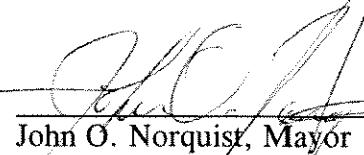
IN THE PRESENCE OF:



IN THE PRESENCE OF:



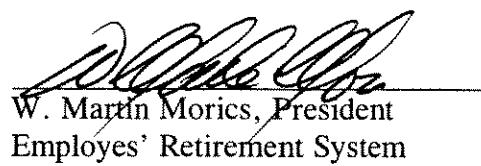
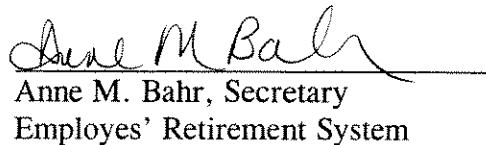
CITY OF MILWAUKEE


John O. Norquist, Mayor
Ronald D. Leonhardt, City Clerk

COUNTERSIGNED:


W. Martin Morics, Comptroller

ANNUITY AND PENSION
BOARD OF THE EMPLOYEES'
RETIREMENT SYSTEM OF
THE CITY OF MILWAUKEE


W. Martin Morics, President
Employees' Retirement System
Anne M. Bahr, Secretary
Employees' Retirement System