

RESOLUTION OF THE GOVERNING BOARD OF
COLORADO COUNTY OFFICIALS AND EMPLOYEES
RETIREMENT ASSOCIATION
(Sale of Prudential Common Stock)

RESOLUTION NO. 2, SERIES OF 2005

WHEREAS, the Governing Board of CCOERA desires to sell shares of Common Stock in Prudential Financial.; and

WHEREAS, the Governing Board has established that the proceeds of those sales will be applied to the assets in the Book Value Fund; and

WHEREAS, There are 2,181 shares of Prudential Financial owned by and registered in the name of Governing Board For Colorado County Officials and Employees Retirement Association; and

WHEREAS, the Governing Board has authorized the Chairman of the Board to sign an Irrevocable Stock power and has instructed the Executive Director to take the necessary actions to complete the sale of said shares.

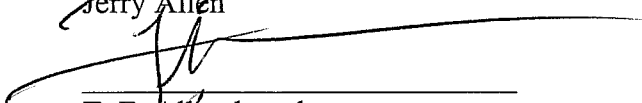
NOW THEREFORE, be it resolved that the Governing Board approves the sale of 2,181 shares of Prudential Financial.

Dated this 21st day of January, 2005

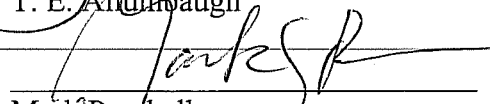
APPROVED:



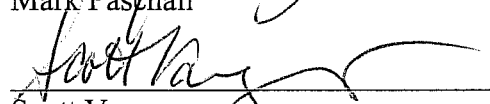
Jerry Allen



T. E. Allumbaugh

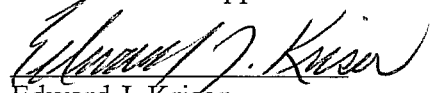


Mark Paschall



Scott Vargo

Reviewed and Approved



Edward J. Krisor
CCOERA Attorney