RIDER TO BE ATTACHED TO YOUR BOOKLET

Amount For Each Benefit Class:

NOTICE OF CHANGE

Covered Classes: The "Covered Classes" are the eligible Retired Employees of the Contract Holder (and its Associated Companies) as described in the Section entitled "Who is Eligible to Become Insured."

Effective Date of Change: The first day on or after January 1, 2017 on which you are insured (see the section of your Booklet entitled "When You Become Insured"). The section of your Booklet entitled "Delay of Effective Date" does not apply to this change.

Group Contract No.: G-97000-CA-2, THE AGREEMENT FOR THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AND THE PRUDENTIAL INSURANCE COMPANY OF AMERICA.

Your Booklet coded 97000, OADD, Retired Employees, Ed 10-2016, 38 is changed as follows:

 The Amount For Each Benefit Class provision of the OPTIONAL ACCIDENTAL DEATH AND DISMEMBERMENT COVERAGE section of the Schedule of Benefits is replaced by the following:

| Benefit Classes | Amount of Insurance* |
|-----------------------|---------------------------|
| All Retired Employees | |
| Option 1 | Any multiple of \$10,000 |
| | Maximum Amount: \$250,000 |
| Option 2 | \$10,000 |
| Option 3 | \$25,000 |
| Option 4 | \$50,000 |
| Option 5 | \$100,000 |
| Option 6 | \$125,000 |
| Option 7 | \$175,000 |

*If you were enrolled under Optional Accidental Death and Dismemberment Coverage as an active Employee on the day prior to the date of retirement, you may enroll in all Options up to a maximum of \$100,000. If you were enrolled under Optional Accidental Death and Dismemberment Coverage as an active Employee on the day prior to the date of retirement, with \$250,000 or more in Coverage, you may enroll in all Options up to a maximum of \$250,000. If you were not enrolled under Optional Accidental Death and Dismemberment coverage as an active Employee on the day prior to the date of retirement, with \$250,000. If you were not enrolled under Optional Accidental Death and Dismemberment Coverage as an active Employee on the day prior to the date of retirement, you may enroll in any Option up to a maximum of \$100,000.

All other provisions in your Booklet remain unchanged.

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA