

Dr. Richard Irons
Health Sciences Center
University of Colorado
Campus Box C238
4200 East Ninth Avenue
Denver, CO 80262

API Reference No. 01-0000-4788
Amendment No. 2

Dear Dr. Irons:

The October 2, 2001 grant agreement between the American Petroleum Institute ("API"), as the representative for the Benzene Health Research Consortium, and the University of Colorado Health Sciences Center (UCHSC), for a five-year research study as described in the research protocols, "Analysis of Disease Progression for Aplastic Anemia, Myelo-Dysplastic Syndrome, Acute Myelogenous Leukemia and Benzene Poisoning in Shanghai, China" and "Molecular Epidemiology of Benzene-Exposed Workers in Shanghai, China," is further amended as follows:

1. The opening paragraph of the above grant agreement is modified as follows.
 - a. The grant amount is increased \$842,983, from \$13,665,017 to \$14,508,000.
 - b. The 5-year research study is now a 6-year research study.
2. Paragraph 1 of the grant agreement is modified as follows:
 - a. The following is the revised schedule for disbursement of grant monies to UCHSC:
 - \$4,099,505 in Year 1
 - \$3,416,254.25 in Year 2
 - \$874,031 April 2004
 - \$874,030 October 2004
 - \$874,030 April 2005
 - \$874,030 October 2005
 - \$874,030 April 2006
 - \$874,030 October 2006
 - \$874,030 February 2007
 - \$874,030 August 2007
 - b. Paragraph 1(vi) is replaced with the following:

Dr. Richard Irons, the Principal Investigator, will have budget authority to reallocate funds between and among different budget categories, and may authorize the transfer, disbursement or increase of funds to the cooperative entities identified in this agreement, provided the Grant monies disbursed to UCHSC are used and expended consistent with the research program and operating budget proposed by, and as may necessarily be modified by, API. This authority includes the amendment of agreements with the cooperative entities.

- c. Paragraph 1(vii) is replaced with the following:

Dr. Richard Irons will submit biannual progress reports as provided by the research proposal UCHSC will prepare, and will submit biannual financial reports of expenditures made by UCHSC. Biannual reports are due February 28 and August 15 of each calendar year. Continuance of funding is contingent upon API approval of these biannual reports. If the biannual financial reports reveal more than 5% of the total disbursement amount to date remains uncommitted, API reserves the right to defer disbursement of the next scheduled payment until receiving a revised financial report from Dr. Irons indicating that the balance is below 5%. Pursuant to API policy, UCHSC shall credit interest earned on any uncommitted funds. UCHSC may pay such interest income directly to API or as a credit against API's next scheduled payment.

3. Paragraph 2 is modified as follows:

The Grant shall terminate on December 31, 2007.

4. Paragraph 5 is added as follows:

Technical and administrative aspects of this grant agreement will be under the direction of Howard J. Feldman, Regulatory Analysis & Scientific Affairs Director, American Petroleum Institute, 1220 L Street, NW, Washington, D.C. 20005, or whomever he designates. The designated API representative for work conducted hereunder is Bruce Jarrot, Ph.D. UCHSC shall send all correspondence and reports relating to this agreement to Dr. Jarrot's attention at the foregoing address.

In all other respects, the terms and conditions of the October 2, 2001 grant agreement, as further amended, shall remain in full force and effect.

If the foregoing is acceptable, please sign below and return one copy of this letter to API.

UNIVERSITY OF COLORADO

AMERICAN PETROLEUM INSTITUTE

Red Cavaney
President

Date: _____

Brenda S. Hargett
Chief Financial Officer

Date: _____