

AMENDMENT TO THE
EMPLOYEE ASSISTANCE PROGRAM SERVICES AGREEMENT
BETWEEN
MANAGED HEALTH NETWORK
AND
CITY OF MILPITAS
GROUP # 5290

The Employee Assistance Program Services Agreement effective October 1, 2008, ("Agreement") by and between **MANAGED HEALTH NETWORK** ("MHN"), a California corporation and **CITY OF MILPITAS** ("Client") is hereby amended by both Parties (hereinafter referred to as "Amendment").

RECITALS

WHEREAS, in order to continue their existing relationship, the Parties desire to amend the Agreement;

NOW THEREFORE, in consideration of the premises, terms, and conditions set forth herein, the Parties agree to amend the Agreement as follows:

1. Section IV, "Compensation of MHN", paragraph 4.1, "Monthly Fee", the first sentence shall be deleted and replaced with:

"Client shall pay to MHN a Monthly Fee equal to six dollars and twenty-nine cents (\$6.29) per Subscriber."

2. Section V, "Term and Termination", paragraph 5.1, "Term", shall be deleted and replaced with:

"This Agreement shall commence upon the 1st day of May, 2009 (the "Effective Date"), and shall initially continue in effect for a period of twelve (12) months, through the 31st day of December, 2010, following which it shall be automatically extended for successive periods of one (1) year, subject to section 4.3, "Adjustment of Fees", unless either party terminates this Agreement in writing at least sixty (60) days prior to the end of the then current Term, or unless otherwise terminated in accordance with the provisions hereof."

3. All provisions of the Agreement and any written Amendment thereto, not inconsistent herewith, shall remain in full force and effect.

4. This Amendment shall be effective May 1, 2009.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the dates indicated below.

"Client"
CITY OF MILPITAS
455 E. Calavares Boulevard
Milpitas, CA 95035

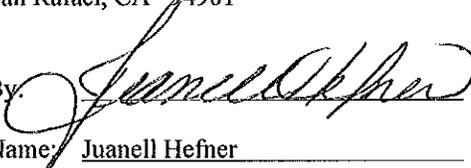
"MHN"
MANAGED HEALTH NETWORK
2370 Kerner Boulevard
San Rafael, CA 94901

By: _____

Name: _____

Title: _____

Date: _____

By: 

Name: Juanell Hefner

Title: President

Date: 5-15-09