

**1st Amendment to the Agreement between
San Mateo County
and Eli Lilly and Company**

The Agreement between San Mateo County and Eli Lilly and Company ("Lilly") effective July 1, 2006 through June 30, 2009 (the "Agreement"), shall be amended, effective October 1, 2008, as set forth below.

Section VII. B. Assignment of the Agreement shall be deleted in its entirety and replaced with the following language:

B. Assignment. Neither party shall have the right to assign this Agreement without the prior written consent of the other party, which consent shall not be unreasonably withheld or delayed, provided however, Lilly (or its permitted assignees) may assign this Agreement (in whole or in part) to any entity that it owns, controls, is controlled by, or is under common control of Lilly. This Agreement shall inure to the benefit of and be binding upon each party, its successors and permitted assigns.

All other terms and conditions of the Agreement, as amended, shall remain unchanged and in full force and effect.

SAN MATEO COUNTY

(Signature)

(Print)

(Date)

ELI LILLY AND COMPANY

Bela Dubash

(Signature)

Bela Dubash

(Print)

12-1-08

(Date)