

**FIFTH AMENDMENT TO TRUST AGREEMENT  
HEALTH WAY OF SAN DIEGO COUNTY TRUST FUND**

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The signatory parties executed a Trust Agreement effective July 10, 1995. Article X of the Trust Agreement provides for the amendment of the Trust Agreement by formal written action of the Trustees.

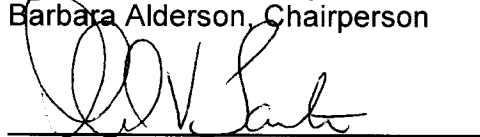
The board of trustees of the Health Way of San Diego County Trust Fund ("trust fund"), at a meeting on August 18, 2005, amended the Trust Agreement to provide for a change regarding quorum. Accordingly, Article VI, section 4, entitled, "Quorum" is amended to provide as follows at page 11 of the Trust Agreement:

"A majority of the appointed Trustees at a regular or special meeting will constitute a valid quorum."

This Amendment is effective as of 8/18 2005.



Barbara Alderson, Chairperson



Donald V. Tartre, Secretary