

**AMENDMENT NUMBER 1 TO
COMMONWEALTH CONTRACT NUMBER 4400002342**

**COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF ADMINISTRATION
AND
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA**

This Amendment between Prudential Insurance Company of America (Prudential), Federal Identification Number 22-1211670 and the Commonwealth of Pennsylvania (Commonwealth), entered into this _____ day of _____, _____, amends Commonwealth Contract Number 4400002342 (Contract), which was executed between the parties effective July 1, 2008.

WITNESSETH:

WHEREAS, the contract between the Commonwealth and Prudential requires that a Group Insurance Contract be issued;

WHEREAS, such Group Insurance Contract must be acceptable to the Commonwealth and compliant with the laws of Pennsylvania and regulations issued by the Pennsylvania Department of Insurance;

WHEREAS, the parties wish to amend the contract to incorporate a Group Insurance Contract;

NOW THEREFORE, in consideration of the covenants contained herein, and agreeing to be legally bound, the parties do hereby agree as follows:

The attached Group Insurance Contract G-91475-PA is incorporated into the Contract as Attachment E.

This Amendment is in addition to, and not in substitution of prior items or conditions agreed upon, and except as specifically added by this amendment, all other items and conditions of the Contract shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have entered into this Amendment as of the date first stated above.

FOR PRUDENTIAL INSURANCE COMPANY OF AMERICA, Inc:
Federal ID Number 22-1211670

By: 

Vice President, Contracts

October 29, 2008

FOR THE COMMONWEALTH OF PENNSYLVANIA:

Approved as to Form and Legality:

By _____
Office of General Counsel (Date)

Approved as to Form and Legality:

By _____
Deputy Attorney General (Date)

Approved:

By _____
Secretary of Administration (Date)

Approved as to Form and Legality:

By _____
Chief Counsel (Date)
Office of Administration

Approved that funds will be available
contingent upon receipt from participating
agencies:

By _____
Governor's Office Comptroller (Date)