

**AMENDMENT #1
TO
HOSTED SERVICES AGREEMENT (effective February 26, 2009)**

This **HOSTED SERVICES AGREEMENT AMENDMENT #1** ("Amendment #1) is effective as of February 10, 2011 ("Effective Date") by and between ValueCentric, LLC ("ValueCentric") and Actavis Kadian LLC ("Actavis").

WHEREAS, ValueCentric and Actavis have entered into that certain HOSTED SERVICES AGREEMENT made as of February 26, 2009 (the "Agreement"); and

WHEREAS, pursuant to the terms of the Agreement, ValueCentric and Actavis now desire to further amend the Agreement as of the Effective Date set forth above; and

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

1. Schedule A – Hosted Services section I.D. System Usage Parameters shall be amended to include the following language: "2) Support for up to one-hundred fifty-eight (158) SKUs from Customer (8 branded SKUs and 150 generic SKUs)." and "5) Support for eleven (11) Customer personnel users; and"
2. Schedule C Pricing Schedule Fee Payment Schedule is hereby amended by deleting the TOTAL line under Monthly Fee in its entirety and replacing it with the following: "TOTAL \$9,570". This amount consists of the current base Monthly Service Fee of \$4,370 as of Amendment #1 Effective Date + \$5,200 for the increase in SKUs from the original base service.
3. Ratification. Except as expressly modified by this Amendment #1 (a) this Amendment shall not constitute a modification, amendment or waiver of any other provision of the Agreement, and (b) the Agreement and all provisions therein are and shall continue to be in full force and effect without any modification or amendment and are hereby in all respects ratified and confirmed by Actavis and ValueCentric. If there is any conflict between the provisions of the Agreement and the provisions of the Amendment #1, the provisions of this Amendment #1 will control.

IN WITNESS WHEREOF, this Amendment #1 has been duly executed and delivered by authorized representatives of the parties as of the Amendment #1 Effective Date above.

VALUECENTRIC, LLC

By: *David W. Janca*

Name: David W. Janca

Title: CEO

Date: 2/9/2011

ACTAVIS KADIAN LLC

By: *Terrence D. Fullem*

Name: Terrence D. Fullem

Title: VP Commercial Development

Date: 2/9/11

**PLAINTIFFS TRIAL
EXHIBIT
P-04839_00001**