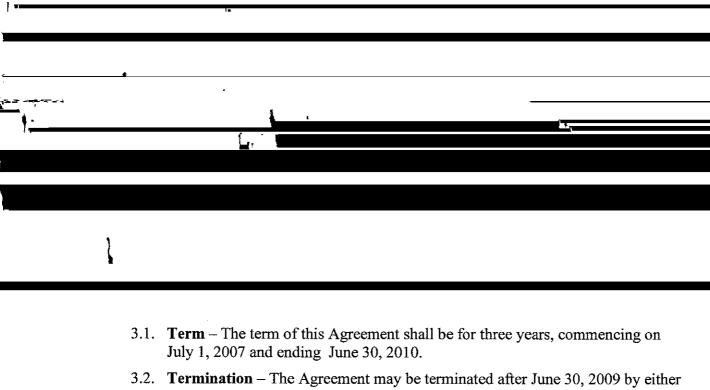
CONSULTING SERVICES AGREEMENT

The CONSULTING SERVICES AGREEMENT, hereinafter referred to as "Agreement" is between Sacramento City Unified School District hereinafter referred to as "Client" and Intercare Insurance Solutions, hereinafter as referred to as "Consultant."

	and Intercare Insurance Solutions, hereinafter as referred to as "Consultant."					
	WHEREAS, Client wishes to engage Consultant to provide the services described herein					
	in_accordance with the terms and conditions contained in this Assessment:					
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2. DISCLOSURE AND RECORD KEEPING

- 2.1. Full Disclosure. Client has the right to approve any arrangements and/or the utilization of any intermediaries in connection with, or arising out of, or in any way related to Client's employee benefits program. Consultant must seek approval from Client prior to the use of any of the above in connection with the Client's employee benefits program.
- 2.2.Record Keeping. Consultant will maintain accurate and current files including, but not limited to, insurance policies and correspondence with insurers or Client in accordance with industry standard record retention practice or as otherwise



- party only as follows:
 - 3.2.1. Effective upon thirty (60) days advance written notice to the other party stating that such other party is in material breach of any of the provisions ۸ دی وا**دی**

Intercare Insurance Solutions

Michael J. Barone				
•	Name	7/26/07		
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	President			
	Title			
	Sacramento City Unified School District			
	Tom Barentson			
	Name	— — — — — — — — — — — — — — — — — — — —		
	Jam Barenton	7/26/07		
	Signature Signature	Date		
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EXHIBIT A SCOPE OF SERVICES

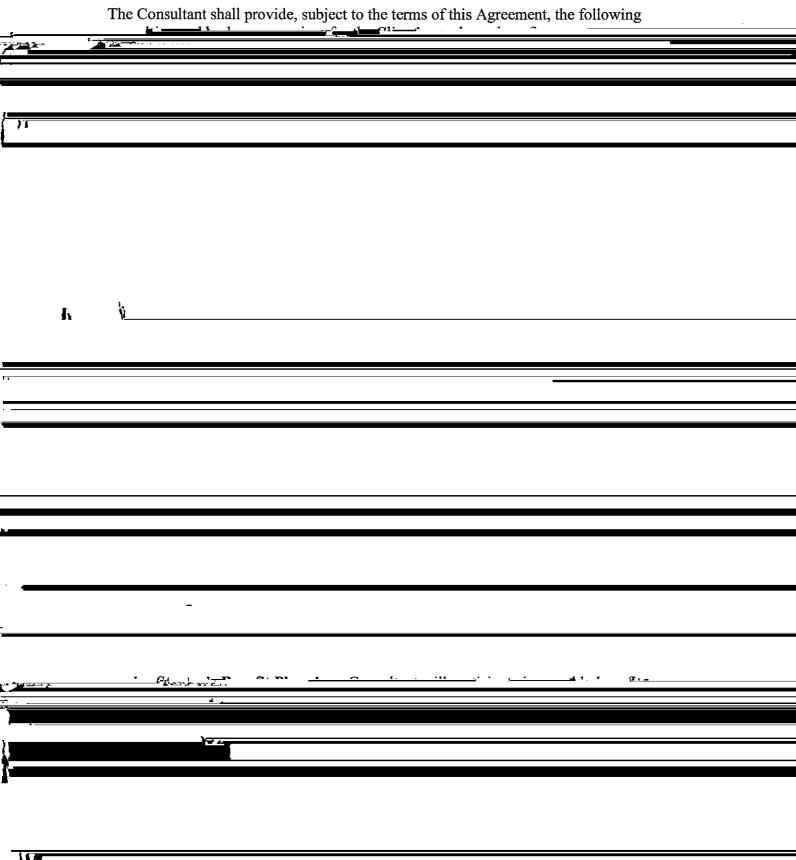


EXHIBIT B CONSULTING FEES - COMMISSIONS

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