

**AMENDMENT NO. 1 TO
MASTER SERVICES AGREEMENT**

THIS AMENDMENT NO. 1 (this "Amendment") to the Master Services Agreement is made by and between Abgenix, Inc., a Delaware corporation ("Abgenix"), having a place of business at 6701 Kaiser Drive, Fremont, California 94555, the Ohlone Community College District, having a place of business at 43600 Mission Boulevard, Fremont, CA 94539 (OHLONE) and amends that certain Master Services Agreement effective as of October 18, 2003 (the "Agreement").

NOW THEREFORE, in consideration of the foregoing premises and the mutual covenants set forth below, the parties amend the Agreement and otherwise agree as follows:

1. The parties agree that the effective date of this Amendment is October 19, 2004.
2. The first sentence of Section 9 of the Agreement is amended and restated as follows:

"This Agreement shall remain in effect for a period of two years from the Effective Date, unless extended by the mutual written agreement of the Parties or earlier terminated as provided in this Section 9."

3. Miscellaneous.

3.1 Continuing Effect. This Amendment shall be effective for all purposes as of the Amendment Date. Except as otherwise expressly modified by this Amendment, the Agreement shall remain in full force and effect in accordance with its terms.

3.2 Governing Laws. This Amendment shall be governed by, interpreted and construed in accordance with the laws of the State of California, without regard to conflicts of law principles.

3.3 Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed to be an original and together shall be deemed to be one and the same document.

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IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their respective duly authorized officers as of the Amendment Date.

ABGENIX, INC.

By: _____
(Signature)

Name: _____

Title: _____

OHLONE COLLEGE

By _____
(Signature)

Name _____

Title _____