

**AMENDMENT TO
INVESTMENT ADVISORY AGREEMENT**

THIS AMENDMENT TO INVESTMENT ADVISORY AGREEMENT (the "Supplement") made as of July 23, 2008, is entered into between Nassau County Clerk of Courts (hereinafter the "Client"), with offices at 76347 Veteran's Way, Yulee, FL 32097 and PFM ASSET MANAGEMENT LLC (hereinafter the "Advisor"), a Delaware limited liability company with offices at 300 South Orange Avenue, Suite 1170, Orlando, FL 32801.

WHEREAS, the Client and the Advisor entered into an Investment Advisory Agreement dated as of July 23, 2008 (the "Investment Advisory Agreement"); and

WHEREAS, the Client and the Advisor desire to amend the Investment Advisory Agreement to provide for the Advisor to perform the additional consulting services required in connection with a Banking Services Request for Proposal;

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

ARTICLE 1 IS AMENDED to include the Advisor, in consultation with the Client's professional staff, shall take the following actions to enable the Client to select an effective and comprehensive banking services provider:

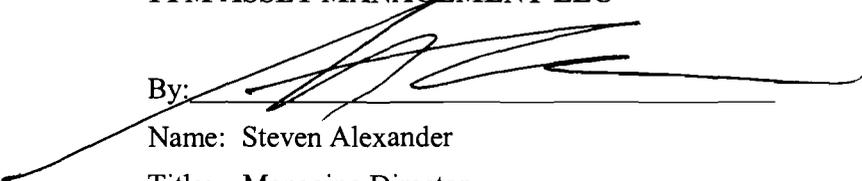
- Draft and issue a Banking Services Request for Proposal including depository, account reconciliation, wire transfer, treasury management, and merchant card services.
- Identify potential account structure, services, and benefits for the Client's professional staff to review.
- Assist the Client's professional staff in selecting the optimal account structure and services.
- Evaluate RFP responses and make recommendation to Client's staff and appropriate governing body regarding the optimum banking services provider and implementation timeline.

ARTICLE 2 IS AMENDED to include the Advisor will invoice the Client a total amount not to exceed \$15,000, in four equal payments beginning August 1, 2008 with the final invoice being November 1, 2008, or upon delivery of the final Banking Services Analysis and Recommendation report. The Client shall pay to the Advisor the amount payable pursuant to this Agreement and in accordance with the Local Government Prompt Payment Act Chapter 218.70 (Florida Statutes).

Except as provided herein, all provisions of the Investment Advisory Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their authorized representatives as of the date set forth in the first paragraph of this Amendment.

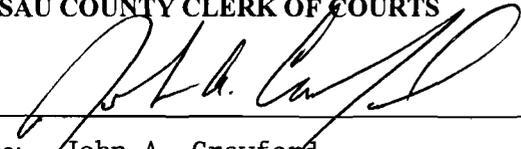
PFM ASSET MANAGEMENT LLC

By: 

Name: Steven Alexander

Title: Managing Director

NASSAU COUNTY CLERK OF COURTS

By: 

Name: John A. Crawford

Title: Ex-Officio Clerk

Clerk of Circuit Court/Comptroller