

ADDENDUM AGREEMENT TERMS AND CONDITIONS

This ADDENDUM AGREEMENT ("Addendum Agreement") is made on the Effective Date, by and between Campus Consortium, ("Campus"), and Member.

WHEREAS, Campus and Member entered into a Master License and Services Agreement ("MLSA"), to provide Services;

WHEREAS, Campus and Member have entered into agreements as listed under "Agreements Amended" in the Addendum Agreement Details and;

WHEREAS, Campus and Member desire to amend all the agreements listed under "Agreements Amended" (collectively the "Amended Agreements");

NOW, THEREFORE, in consideration of the foregoing promises and mutual covenants set forth herein and for other good and valuable consideration, the sufficiency of which is expressly acknowledged, the parties agree as follows:

1. AMENDMENT OF AGREEMENTS:

a. Amendment of Agreements. This Addendum Agreement shall amend and supersede the specific terms and conditions of the Amended Agreements as set forth herein. All other terms and conditions of the Amended Agreements shall remain in full force and effect and are incorporated herein.

By executing this Addendum Agreement, Member is agreeing to the scope of work, terms and fees for the Amended Agreements as outlined in the respective Schedules referenced in the "Addendum Agreement Details".

b. Conflicting Terms. In the event there is any conflict between the terms and conditions of this Addendum Agreement and the terms and conditions of the Amended Agreements, the terms and conditions of this Addendum Agreement shall prevail.

c. Fees. Member shall pay all initial and recurring Fees in U.S. Dollars (USD). Initial Fees are payable 30 days from the Effective Date as listed under the "Addendum Agreement Details". Recurring Fees are due on the anniversary date of the applicable schedule as listed under the "Addendum Agreement Details". For the Amended Agreements, the Initial Fees will, if applicable, reflect an annual escalation in compliance with the "Annual Percent Increase Reference in MLSA" referenced in the "Addendum Agreement Details".

For the Amended Agreements, the Recurring Fees are subject to an annual percent increase in compliance with the "Annual Percent Increase Reference in MLSA" referenced in the "Addendum Agreement Details".