

AMENDMENT NO. 3 TO STATEMENT OF WORK NO. 1 (CHANGE ORDER)

THIS AMENDMENT No. 3 ("Amendment") is made as of July 1, 2014 ("Amendment Date") by and between Exeter Group, Inc. ("Subcontractor") and CGI Technologies and Solutions Inc. ("CGI") for the purpose of amending Statement of Work No. 1 (the "SOW") issued February 11, 2013 under the Subcontract between Subcontractor and CGI effective as of [January 30, 2013] (the "Subcontract").

WHEREAS, the parties wish to make certain amendments to the SOW, which will constitute a Change Order to the SOW, as set forth below.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

AGREEMENT

1. The parties agree to amend the Fixed Effort described in Section 2.A of the SOW by adding, after the words "and of no less than an average of 5 FTE (an average of 3.5 FTE on-site in Burlington, VT) for a further implementation period of 3 months (April 1, 2014-June 30, 2014)", the words "and of no less than an average of 5 FTE (an average of 3.5 FTE on-site in Burlington, VT) for the period of July 1, 2014 - July 8, 2014, and of no less than 3 FTE (an average of 2 FTE on-site in Burlington, VT) for the period of July 14, 2014 –August 31, 2014 ). "
2. The payment terms in Section 4.B of the SOW are modified by adding the following two lines into the table above the "Total" line

July 2014	\$133,040.32
August 2014	\$131,625.00

and by changing the total to "\$4,235,385.62". All references in the SOW to the total fixed price of \$3,970,720.30 shall be modified to read "\$4,235,385.62". Notwithstanding Section 3.C of the Subcontract, Subcontractor reserves the right to suspend the delivery of services under this Amendment immediately on written notice to CGI in the event that any payment for the July or August 2014 services authorized under this Amendment is not received by the due date.

3. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same contract. The original execution pages of counterpart copies of this Amendment may be attached to any one such copy to form a single, complete document
4. Except as specifically modified by this Amendment, all of the terms, covenants and conditions of the SOW and Subcontract shall continue in full force and effect. Except as expressly stated herein, this Amendment does not supersede or amend any of the terms and conditions of the Subcontract.

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IN WITNESS WHEREOF, the Parties have executed this Amendment by their authorized representatives, and intend it to be effective as of the Amendment Date.

EXETER GROUP, INC.

CGI TECHNOLOGIES AND SOLUTIONS INC.

Signed: \_\_\_\_\_

Signed: Michael A Reagan

Print Name: \_\_\_\_\_

Print Name: Michael Reagan

Title: \_\_\_\_\_

Title: Vice President