

ASSIGNMENT AGREEMENT

This assignment agreement (the "Assignment") is entered into as of August 1, 2014 ("Effective Date"), by and among CGI Technologies and Solutions Inc., a Delaware corporation ("Assignor") and the State of Vermont Department of Vermont Health Access ("Assignee").

Whereas, in accordance with the request of Assignee and in accordance with Section 7 and 14 of the Transition Agreement between Assignor and Assignee, Assignor and Assignee are hereby entering into this agreement for the assignment of the Subcontracts (as hereinafter defined) to Assignee;

NOW, THEREFORE, in consideration of the premises and in further consideration of the covenants and agreements herein contained, Assignor, and Assignee hereby agree as follows:

1. As of the Effective Date, Assignor hereby transfers, assigns, and conveys to Assignee all of the right, title, interest, obligations and liabilities of Assignor in, to, and under the subcontracts listed in Attachment 1 to this Assignment (the "Subcontracts").
2. As of the Effective Date, Assignee hereby accepts the assignment of Assignor's interest in the Subcontracts and assumes all of the obligations and liabilities of the Assignor under the Subcontracts.
3. The Subcontracts are hereby ratified and confirmed in all respects, other than Assignee being Assignor's successor thereunder, and the parties hereto agree that the terms and conditions of the Subcontracts shall be and remain in full force and effect.
4. This Assignment shall be executed in separate counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, with delivery to be accomplished first by facsimile or electronic mail exchange of signature pages, originals to follow by reputable overnight courier.
5. The Assignee's obligations and liabilities do not include any obligation or liability prior to the effective date of the transfer.

IN WITNESS WHEREOF, each of the signatories has read and understood this Assignment, has executed it, and represents that he/she is authorized to execute it on behalf of the party he/she represents, who or which have agreed to be bound by its terms upon the Effective Date and have entered into this Assignment.

CGI Technologies and Solutions Inc.

The State of Vermont Department of Vermont Health Access

Signature: _____

Signature: _____

By: Michael Reagan

By: Mark Larson

Its: Vice President

Its: Commissioner

Date: _____

Date: _____

ATTACHMENT 1

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