

AMENDMENT NO. 2 TO STATEMENT OF WORK NO. 1 (CHANGE ORDER)

THIS AMENDMENT ("Amendment") is made on March 28, 2014 ("Amendment Date") by and between Exeter Group, Inc. ("Subcontractor") and CGI Technologies and Solutions, Inc. ("CGI") for the purpose of further 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 entered into Amendment No. 1 to the SOW in December, 2013;

WHEREAS, the parties now wish to make certain further 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 an implementation period of 3 months (January 2014-March 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 a further implementation period of 3 months (April 1, 2014-June 30, 2014)".

2. The payment terms in Section 4.B of the SOW are modified by inserting the following three lines into the table above the "Total" line:

| | |
|------------|--------------|
| April 2014 | \$219,376.80 |
| May 2014 | \$219,376.80 |
| June 2014 | \$219,376.80 |

In addition, the "Total" amount is hereby modified to read "\$3,970,720.30", and all references in the SOW to the total fixed price of \$3,312,589.90 shall be modified to read "\$3,970,720.30".

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. This Amendment does not supersede or amend any of the terms and conditions of the Subcontract.

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: _____

Print Name: _____

Print Name: _____

Title: _____

Title: _____