

**Amendment 1 to the Master Price Agreement
Between MHEC and Alcatel-Lucent USA Inc.**

Whereas, this Amendment is entered into by and between the Midwestern Higher Education Commission (MHEC) and Alcatel-Lucent USA Inc., effective as of May 25, 2011 (the Effective Date); and

Whereas, the parties entered into the Master Price Agreement MHEC-090227, dated March 1, 2009 (Agreement) and the parties now desire to amend the term of the Agreement;

Now therefore:

- A. Section 1. **Definitions** is amended as follows:

Insert the following new paragraph:

Authorized Reseller: refers to resellers authorized by Alcatel-Lucent to resell Alcatel-Lucent products and services. Alcatel-Lucent will list Authorized Resellers on an internet site accessible to MHEC, its Member States and Eligible Organizations. MHEC shall have a right to request Alcatel-Lucent remove a reseller if it deems such reseller is not in compliance with the terms of this Agreement.

- B. Section 3. **Purchasing Under Master Agreement** is amended as follows:

Insert the following paragraph at the end of the Section:

H. Alcatel-Lucent may use Authorized Resellers to receive orders and deliver Products and Services, but retains sole responsibility for fulfillment of the responsibilities under the terms and conditions of this Master Agreement.

Subject to the modifications herein, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, authorized representatives from each of the parties have duly executed this Amendment and agree to be bound by its terms.

MHEC

Larry A. Isaac
Signature

Larry A. Isaac, President
Name and Title

5/26/2011
Date

**Alcatel-
Lucent**

John Garcia
Signature

JOHN GARCIA DIRECTOR
Name and Title

MAY 25, 2011
Date