

Agreement Addendum # 3

THIS ADDENDUM ("Addendum") amends Contract number MHEC# 080701 entered into between the Midwestern Higher Education Commission and Xerox Corporation ("Xerox"), which was effective July 1, 2008 (the "Contract").

The parties agree to amend the Contract as follows:

1. Section 2 **Term**. Shall be amended as follows:

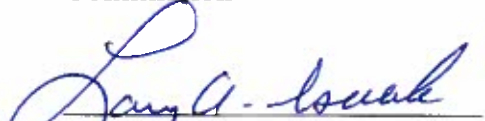
The first paragraph shall be deleted in its entirety and replaced with the following:

The term of this Agreement shall commence on July 1, 2008 and expire on June 30, 2012. In addition this agreement may be extended for up to three (3) one (1) year extension options upon the consent of both parties.

2. Paragraph 2 of **Agreement Addendum # 1** shall be deleted in its entirety. The respective state government agencies and instrumentalities of state governments, the public and private institutions of higher education, K-12 schools and other not-for-profit entities having affiliated interests with education located in the SREB member states shall not be eligible to purchase under this Agreement without the prior consent of MHEC.

Except as set forth above, the Contract shall remain as stated. In the event of a conflict between the terms found elsewhere in the Contract and this Addendum # 3, this Addendum # 3 shall control.

**Midwestern Higher Education
Commission**


Signature

Larry A. Isaak
Name and Title

6-14-2011
Date

Xerox Corporation


Signature

Tom Mandrell - MACM
Name and Title

6/6/11
Date