

APPENDIX E: Addendum to Memorandum of Agreement And Understanding

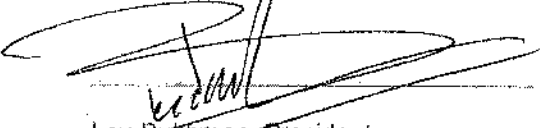
PREAMBLE

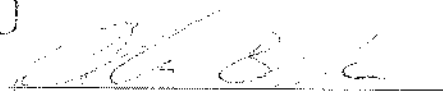
Whereas studentcare.net/works and the FEDS have contracted for the provision of consulting and administrative services and management of the Plan,

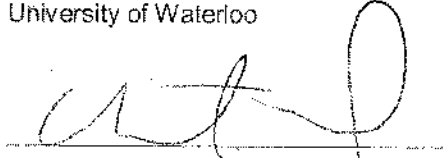
Therefore the following addendum to the original agreement represents any additional understandings and responsibilities of the parties:

- E.1. The Plan coverage and premiums for the 2009-2010 policy year will be determined at time of renewal and will be attached as Appendix "A". Any subsequent revisions must have the final approval of the FEDS.
- E.2. This agreement will terminate on August 31, 2013 if either party provides notice of termination to the other party six (6) months in advance. If such notice of termination is not provided, either party may elect to renew the agreement for another term not to exceed two (2) years by providing notice thereof to the other party no later than three (3) months before the termination date.
- E.3. In the event the FEDS receives a bona fide proposal detailing risk structure, administrative services and support, and Plan coverage from an alternative provider during the term of this agreement that is at a lower cost than provided by studentcare.net/works, studentcare.net/works shall have the opportunity to match such competing proposal for services and coverage to within a maximum of 5% of the per student premium. If studentcare.net/works matches to within the 5% variance, this agreement will continue under the terms and conditions contained within. If studentcare.net/works does not match within the 5% variance, this agreement may be terminated by the FEDS at the end of a policy year. In the exercise of this provision, both parties agree to act reasonably and in good faith towards one another, and not to use this provision in an abusive or oppressive manner.

Agreed to this 28th day of May, 2009.


Lev Bukhman, President
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