

March 15, 2012

Lorie O'Brien
Assistant Director, Categoricals and School Support
Student Achievement and School Support Division
Mt. Diablo Unified School District
1936 Carlotta Drive
Concord, CA 94519

Dear Ms. O'Brien:

Follett Software Company is pleased to present the enclosed Amendment to your **Destiny Resource Management™** agreement.

In order for us to ensure your implementation starts smoothly, please provide us with the information listed below. This will ensure your installation will occur when it is planned.

- An authorized representative of your District needs to **sign page 7**.
- Please fax **ALL PAGES** (with the exception of the Acknowledgement of Delivery, if attached) of the signed amendment and your **Purchase Order** to the attention of the sales representative listed below at the corresponding fax number.
- Please include with your fax the **name and mailing address** of the person to whom Follett should return a copy of the fully executed amendment if needed.

After the licenses have been activated:

- Sign, date, and fax the Acknowledgement of Delivery form as instructed above. Please include your printed name, title, and district address.

We look forward to a successful Destiny Resource Management implementation and we appreciate your decision to partner with Follett Software Company.

Sincerely,

Kristine Paul
Sales Executive
Phone: 800-323-3397 Ext. 7912
Fax: 815-578-5112
kpaul@FollettSoftware.com



Amendment D
Destiny™ Resource Management Agreement

Quote # 449153-1

Customer # 0410241

March 15, 2012

This Amendment is made part of the Destiny Resource Management Agreement between Follett Software Company (“Follett”) and Mt. Diablo Unified School District (“you”) in Concord, CA dated March 29, 2007 (the “Agreement”) is effective March 28, 2012. Any capitalized terms not defined in this Amendment have the meanings given them in the Agreement.

The prices and terms in this Amendment will be held open and valid until March 28, 2012.

Modifications to the Agreement

You and Follett (the “parties”) agree to amend the Agreement, notwithstanding anything to the contrary in the Agreement, as follows:

Estimated sales tax is included in this Quote. However, you remain responsible for actual tax fees included in your Invoice, as required by law.

<i>Destiny Resource Management Solution Summary</i>		
	Price	\$6,116.25
	Estimated Shipping and Handling	\$10.18
	Tax	\$98.12
	<i>The total dollar amount included in this Amendment is</i>	\$6,224.55
Product #	Products Added to Destiny Resource Management Agreement	
	Software License	
	PN 227 Textbook Promotion: Acknowledgement of Delivery must be received by Follett Software Company on or before March 28, 2012.	
46703A	<ul style="list-style-type: none"> ▪ Add on Destiny Textbook Manager™ for five (5) location(s) for existing Destiny district : <ol style="list-style-type: none"> 1. Crossroads High School 2. Diablo Day 3. Gateway High School 4. Prospects/Horizons 5. Summit High School <ul style="list-style-type: none"> ○ Online access to over 300,000 textbook title records ○ Online documentation and Help ○ Note: Textbook Manager is designed specifically as a tool for District/School textbook management 	

Product #	Peripherals	
	<p><i>* Note that the Extended Maintenance Agreements must be purchased at the time of original hardware purchase</i></p> <p><i>* Prices reflect PN205 Promotion (Expires March 28, 2012)</i></p>	
32910A	<ul style="list-style-type: none"> ▪ Five (5) Follett Corded Scanner 5100(s) (includes manufacturer's 5 year warranty) 	
	<p>Data conversion and data enhancement services costs are not included.</p> <p>Implementation services costs are not included.</p> <p>All other terms of the Agreement (and, if applicable, as amended) remain in full force and effect.</p> <p>All pricing is listed in United States dollars.</p> <p>Payment terms are Net 30 days after delivery.</p> <p>To the extent allowable by law, this Amendment is strictly confidential.</p>	

Annual Licensing and Maintenance Costs After Year Five (starts in Year Six):*

Annual licensing and maintenance costs are held firm for a period of 5 years from the date of this Agreement and will renew automatically following a 60 day notification period. The following are your yearly costs including the additional sites from this amendment (As long as nothing is added, changed, or removed from your contract) :

April 1, 2012 – March 31, 2013 - \$50,676.33

April 1, 2013 – March 31, 2014 - \$52,671.33

April 1, 2014 – March 31, 2015 - \$52,671.33

April 1, 2015 – March 31, 2016 - \$52,671.33

April 1, 2016 – March 31, 2017 - \$52,671.33

Product #

Software License

- **Destiny Library Manager with TitlePeek for 45 existing sites :**

1. **AYERS ELEM SCH**
2. **BANCROFT ELEM SCH**
3. **BEL AIR ELEM SCH**
4. **CAMBRIDGE ELEM SCH**
5. **CLAYTON VLY HIGH SCH**
6. **COLLEGE PARK HIGH SCH**
7. **CONCORD HIGH SCH-MU**
8. **DELTA VIEW ELEM SCH**
9. **DIABLO VIEW MDL SCH**
10. **EL DORADO MDL SCH**
11. **EL MONTE ELEM SCH**
12. **FAIR OAKS ELEM SCH**
13. **FOOTHILL MDL SCH**
14. **GREGORY GDNS ELEM**
15. **HIDDEN VLY ELEM SCH**
16. **HIGHLANDS ELEM SCH**
17. **MEADOW HOMES ELEM SCH**
18. **MONTE GDNS ELEM SCH**
19. **MT DIABLO ELEM SCH**
20. **MT DIABLO HIGH SCH**
21. **MTN VIEW ELEM SCH**
22. **NORTHGATE HIGH SCH**
23. **OAK GROVE MDL SCH**
24. **OLYMPIC HIGH SCH**
25. **PINE HOLLOW INTERM SCH**
26. **PLEASANT HILL ELEM SCH**
27. **PLEASANT HILL MDL SCH**
28. **RIO VISTA ELEM SCH**
29. **RIVERVIEW MDL SCH**
30. **SEQUOIA ELEM SCH**
31. **SEQUOIA MDL SCH**
32. **SHORE ACRES ELEM SCH**
33. **SILVERWOOD ELEM SCH**

34. STRANDWOOD ELEM SCH
35. SUN TERRACE ELEM SCH
36. SUNRISE SCH
37. VALHALLA ELEM SCH
38. VALLE VERDE ELEM SCH
39. VLY VIEW MDL SCH
40. WALNUT ACRES ELEM SCH
41. WESTWOOD ELEM SCH
42. WOODSIDE ELEM SCH
43. WREN AVE ELEM SCH
44. YGNACIO VLY ELEM SCH
45. YGNACIO VLY HIGH SCH

▪ Reading Program – AR/RC for 11 sites :

1. EL MONTE ELEM SCH
2. FOOTHILL MDL SCH
3. HIGHLANDS ELEM SCH
4. MEADOW HOMES ELEM SCH
5. MT DIABLO ELEM SCH
6. MTN VIEW ELEM SCH
7. RIO VISTA ELEM SCH
8. STRANDWOOD ELEM SCH
9. SUN TERRACE ELEM SCH
10. VALLE VERDE ELEM SCH
11. WREN AVE ELEM SCH

▪ Destiny Textbook Manager for 46 existing sites:

1. AYERS ELEM SCH
2. BANCROFT ELEM SCH
3. BEL AIR ELEM SCH
4. CAMBRIDGE ELEM SCH
5. CENTRAL WAREHOUSE
6. CLAYTON VLY HIGH SCH
7. COLLEGE PARK HIGH SCH
8. CONCORD HIGH SCH-MU
9. DELTA VIEW ELEM SCH
10. DIABLO VIEW MDL SCH
11. EL DORADO MDL SCH
12. EL MONTE ELEM SCH
13. FAIR OAKS ELEM SCH
14. FOOTHILL MDL SCH
15. GREGORY GDNS ELEM
16. HIDDEN VLY ELEM SCH
17. HIGHLANDS ELEM SCH
18. MEADOW HOMES ELEM SCH
19. MONTE GDNS ELEM SCH
20. MT DIABLO ELEM SCH
21. MT DIABLO HIGH SCH
22. MTN VIEW ELEM SCH
23. NORTHGATE HIGH SCH
24. OAK GROVE MDL SCH
25. OLYMPIC HIGH SCH
26. PINE HOLLOW INTERM SCH

	<p>27. PLEASANT HILL ELEM SCH 28. PLEASANT HILL MDL SCH 29. RIO VISTA ELEM SCH 30. RIVERVIEW MDL SCH 31. SEQUOIA ELEM SCH 32. SEQUOIA MDL SCH 33. SHORE ACRES ELEM SCH 34. SILVERWOOD ELEM SCH 35. STRANDWOOD ELEM SCH 36. SUN TERRACE ELEM SCH 37. SUNRISE SCH 38. VALHALLA ELEM SCH 39. VALLE VERDE ELEM SCH 40. VLY VIEW MDL SCH 41. WALNUT ACRES ELEM SCH 42. WESTWOOD ELEM SCH 43. WOODSIDE ELEM SCH 44. WREN AVE ELEM SCH 45. YGNACIO VLY ELEM SCH 46. YGNACIO VLY HIGH SCH</p>	
73144P	<ul style="list-style-type: none"> ▪ Destiny Textbook Manager for five (5) new location(s) : <ul style="list-style-type: none"> 6. Crossroads High School 7. Diablo Day 8. Gateway High School 9. Prospects/Horizons 10. Summit High School <ul style="list-style-type: none"> ○ Online access to over 300,000 textbook title records ○ Online Documentation and Help ○ Note: Textbook Manager is designed specifically as a tool for District/School textbook management ▪ District Technical Support includes: <ul style="list-style-type: none"> ○ Toll-free telephone technical support for designated Customer contacts ○ 24/7 customer Web Portal, with searchable online knowledge base ○ Unlimited E-mail support ○ On-Demand eLearnings ○ Product updates 	
	Total Annual Licensing and Maintenance Costs for Years 6 - 10:	\$261,361.65

**You must have paid or pay for all prior years' Annual Licensing and Maintenance Costs and renew maintenance for all sites and Management Systems at the same time in order to receive maintenance and updates.*

By signing below, you represent that you have read the terms of this Amendment, including those on the following pages, understand and agree to such terms, and are duly authorized to sign on behalf of the School District.

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by their authorized representatives as set forth below.

Follett Software Company

Mt. Diablo Unified School District

Signature: _____
Print Name: _____
Title: _____
Address: 1391 Corporate Drive
McHenry, IL 60050-7041

Date: _____

Signature: _____
Print Name: _____
Title: _____
E-mail Address: _____
Address: _____

Date: _____

1. An authorized representative of your District needs to **sign above**.
2. Ensure that the data on **Schedule A** is accurate (if attached). Initial each modification to Schedule A (if any).
3. Please fax **ALL PAGES** (with the exception of the Acknowledgement of Delivery) of the signed amendment and your **Purchase Order** as instructed on the cover letter.
4. Please include with your fax the **name and mailing address** of the person to whom Follett should return a copy of the fully executed amendment if needed.

Licensed School Sites*

Schedule A

*Note: Licenses are transferable.

School or Site Name	Product Type (check all that apply)	Data Service	Enriched Content Subscriptions
1) CROSSROADS HIGH SCH 0412678	<input type="checkbox"/> Library Manager <input checked="" type="checkbox"/> Textbook Manager <input type="checkbox"/> Media Manager <input type="checkbox"/> Asset Manager	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> Alliance A/V <input type="checkbox"/> Fountas & Pinnell <input type="checkbox"/> Lexile <input type="checkbox"/> Reading Program – AR/RC <input type="checkbox"/> Standards <input type="checkbox"/> TitlePeek <input type="checkbox"/> WebPath Express
2) Diablo Day	<input type="checkbox"/> Library Manager <input checked="" type="checkbox"/> Textbook Manager <input type="checkbox"/> Media Manager <input type="checkbox"/> Asset Manager	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> Alliance A/V <input type="checkbox"/> Fountas & Pinnell <input type="checkbox"/> Lexile <input type="checkbox"/> Reading Program – AR/RC <input type="checkbox"/> Standards <input type="checkbox"/> TitlePeek <input type="checkbox"/> WebPath Express
3) GATEWAY HIGH SCH 0411705	<input type="checkbox"/> Library Manager <input checked="" type="checkbox"/> Textbook Manager <input type="checkbox"/> Media Manager <input type="checkbox"/> Asset Manager	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> Alliance A/V <input type="checkbox"/> Fountas & Pinnell <input type="checkbox"/> Lexile <input type="checkbox"/> Reading Program – AR/RC <input type="checkbox"/> Standards <input type="checkbox"/> TitlePeek <input type="checkbox"/> WebPath Express

4) Prospects/Horizons	<input type="checkbox"/> Library Manager	<input type="checkbox"/>	<input type="checkbox"/> Alliance A/V
	<input checked="" type="checkbox"/> Textbook Manager	<input type="checkbox"/>	<input type="checkbox"/> Fountas & Pinnell
	<input type="checkbox"/> Media Manager	<input type="checkbox"/>	<input type="checkbox"/> Lexile
	<input type="checkbox"/> Asset Manager	<input type="checkbox"/>	<input type="checkbox"/> Reading Program – AR/RC
			<input type="checkbox"/> Standards
			<input type="checkbox"/> TitlePeek
			<input type="checkbox"/> WebPath Express

5) SUMMIT HIGH SCH 0412679	<input type="checkbox"/> Library Manager	<input type="checkbox"/>	<input type="checkbox"/> Alliance A/V
	<input checked="" type="checkbox"/> Textbook Manager	<input type="checkbox"/>	<input type="checkbox"/> Fountas & Pinnell
	<input type="checkbox"/> Media Manager	<input type="checkbox"/>	<input type="checkbox"/> Lexile
	<input type="checkbox"/> Asset Manager	<input type="checkbox"/>	<input type="checkbox"/> Reading Program – AR/RC
			<input type="checkbox"/> Standards
			<input type="checkbox"/> TitlePeek
			<input type="checkbox"/> WebPath Express

Acknowledgement of Delivery Amendment

Customer Name: Mt. Diablo Unified School District, CA
Amendment Name: Amendment D
Amendment Date: March 15, 2012
Customer Number: 0410241

The following deliverables listed on the Licensed School Sites (Schedule A) have been delivered:

- (Software)
- Textbook Manager

Accepted by: _____ Date: _____

Printed Name: _____

Title: _____

District Address: _____

Note:

This document confirms the delivery and completion of the services listed above. Follett Software Company will continue to support your district in the use of the Destiny Solution as defined in your Destiny Resource Management Solution Agreement.