

**FORTY-FIFTH AMENDMENT TO  
ELSEVIER SUBSCRIPTION AGREEMENT**

**WHEREAS**, the parties hereto have previously entered into an agreement dated 5 February 2009 (the "Agreement") as last amended on 23 December 2011 and wish to amend the Agreement as set forth in this amendment ("Amendment").

**NOW, THEREFORE**, in consideration of the mutual promises and covenants set forth below, and for such other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree to amend the Agreement as of the execution date below as set forth below and on Schedule 1.

If the Subscriber exercises its option under the Agreement to purchase system-wide perpetual access rights to any Elsevier book products, Elsevier will refund to the University of California, San Diego ("UCSD") the amount that UCSD previously paid for such products, provided that the Subscriber's purchase occurs within the same calendar year of the UCSD purchase. If the Subscriber's purchase occurs after the calendar year of the UCSD purchase, then Elsevier will deduct the amount that UCSD previously paid for such products from the Fees due for the Subscriber's purchase.

Except as specifically amended hereby, all of the existing terms and conditions of the Agreement are hereby ratified. Capitalized terms used herein that are not otherwise defined shall have the meanings ascribed to them in the Agreement. To the extent any terms or conditions of the Agreement conflict with or are inconsistent with this Amendment, the terms of this Amendment shall prevail.

**IN WITNESS WHEREOF**, the parties have executed this Amendment by their respective, duly authorized representatives as of 10 February 2012.

**THE REGENTS OF THE UNIVERSITY OF CALIFORNIA o/b/o  
THE CALIFORNIA DIGITAL LIBRARY**

**(Subscriber)**

[Text deleted]

\_\_\_\_\_  
Name:

Title: *Executive Director, CDL*  
[Text deleted]

**ELSE  
(Elsev**

\_\_\_\_\_  
Name:

Title: *Managing* Director, Global Sales & Customer Marketing, Science & Technology

Amendment No.: 1-2856909723

FEB 24 2012



**FORTY-FIFTH AMENDMENT TO  
ELSEVIER SUBSCRIPTION AGREEMENT  
Schedule 1  
Subscribed Products/Access/Fees**

**THE REGENTS OF THE UNIVERSITY OF CALIFORNIA o/b/o  
THE CALIFORNIA DIGITAL LIBRARY**

**UNIVERSITY OF CALIFORNIA - SAN DIEGO / LA JOLLA**

No. 1-2856909723

<b>Subscribed Products – publisher</b>	<b>Access</b>	<b>2012</b>
<b>SciVerse® ScienceDirect® online</b> – Elsevier B.V.	sciencedirect.sciverse.com	
Elsevier eBooks Titles		[Text deleted]
Elsevier Reference Works (perpetual access) - International Encyclopedia of Education - Comprehensive Nano Science and Technology		
<b>TOTAL FEES</b>		

**ELSEVIER SUBSCRIPTION AGREEMENT**

**Annex A to Schedule 1**

**Subscribed Titles**

**UNIVERSITY OF CALIFORNIA - SAN DIEGO / LA JOLLA**

<b>Product ID</b>	<b>eBooks Titles</b>	<b>Final Net Price 2012</b>
9780122948602	Air-Breathing Fishes	[Text deleted]
9780815520238	Applied Nanotechnology	
9780123745330	Aspects of Explosives Detection	
9780122835223	Atmosphere-Ocean Dynamics	
9780080437163	Bioaccumulation in Marine Organisms	
9780444528452	Biochemical Engineering and Biotechnology	
9780123238412	Biogeochemistry of Marine Dissolved Organic Matter	
9780444527400	Biological Inorganic Chemistry	
9780444528377	Chemical Bonding at Surfaces and Interfaces	
9780444873088	Coastal Oceanography of Washington and Oregon	
9780126151855	Coral Reef Fishes	
9780444522047	Counterterrorist Detection Techniques of Explosives	
9780444889614	Deep Ocean Circulation Physical and Chemical Aspects	
9780444530004	Deep-Sea Sediments	
9780124555211	Ecological Geography of the Sea	
9780444529404	Edible Sea Urchins: Biology and Ecology	
9780124909212	El Nino, La Nina, and the Southern Oscillation	
9780444527929	Electrochemistry for Materials Science	
9780123735539	Encyclopedia of Marine Mammals	
9780444521637	Estuarine and Coastal Fine Sediment Dynamics	
9780123705181	Evolution of Primary Producers in the Sea	
9780123746313	Fish Neuroendocrinology	
9780124875708	Fundamentals of Acoustical Oceanography	
9780444508911	Global Seagrass Research Methods	
9780444518170	Global Sedimentology of the Ocean	
9780124150317	Great White Sharks	
9780123750976	Handbook of Neuroendocrinology	
9780080546285	High-Resolution NMR Techniques in Organic Chemistry	
9780123746320	Hypoxia in Fishes	
9780123276452	ICES Zooplankton Methodology Manual	
9780444522276	Ideas of Quantum Chemistry	
9780126930184	Identifying Marine Phytoplankton	
9780126709506	Interrelationships of Fishes	
9780123560407	Intertidal Fishes	
9780120887590	Introduction to Geophysical Fluid Dynamics	
9780444510112	Large Marine Ecosystems of the North Atlantic	
9780444513885	Latin American Coral Reefs	

Product ID	eBooks Titles	Final Net Price 2012
9780120885527	Marine Mammals	[Text deleted]
9780123838537	Marine Mammals of the World	
9780120887811	Marine Metapopulations	
9780080437149	Marine Radioactivity	
9780123785787	Maya Python for Games and Film	
9780124175402	Molecular Systematics of Fishes	
9780123725226	Nitrogen in the Marine Environment	
9780125286299	Nonlinear Ocean Waves & the Inverse Scattering Transform	
9780124340688	Numerical Models of Oceans and Oceanic Processes	
9780126413519	Ocean Circulation and Climate	
9780444882486	Ocean Energies Environmental, Economic and Technological Aspects of Alternative Power Sources	
9780444529527	Polynyas: Windows to the World	
9780123695079	Principles of Nucleic Acid Structure	
9780121644918	Protein NMR Spectroscopy	
9780444527554	Proxies in Late Cenozoic Paleoceanography	
9780444532091	Radar Imaging of the Ocean Waves	
9780122213458	Sea Level Rise	
9780123750273	Statistical Signal Processing for Neuroscience	
9780444510266	Sustaining Large Marine Ecosystems: The Human Dimension	
9780123725691	The Ecology of Sandy Shores	
9780444528506	The Knowledge Base for Fisheries Management	
9780080442129	Wave Energy Conversion	
9780444416025	Waves in the Ocean	
9780080433172	Wind Generated Ocean Waves	