

**TWENTY-THIRD AMENDMENT TO
ELSEVIER SUBSCRIPTION AGREEMENT**

JUN 10 2011

WHEREAS, the parties hereto have previously entered into an agreement dated 5 February 2009 (the "Agreement") as last amended on 30 March 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 13 May 2011.

**THE REGENTS OF THE UNIVERSITY OF CALIFORNIA o/b/o
THE CALIFORNIA DIGITAL LIBRARY
(Subscriber)
[Text deleted]**

Name: [Text deleted]
Title: *Executive Director*

ELSEVIER B.V.
([Text deleted])

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

Amendment No.: 1-2242606738

**Schedule 1
Subscribed Products/Access/Fees**

The Licensed Products and Fees identified below are in addition to those identified in the Agreement for 2011.

UNIVERSITY OF CALIFORNIA, SAN DIEGO

Amendment No.: 1-2242606738

Subscribed Products – publisher	Access	2011
SciVerse® ScienceDirect® online – Elsevier B.V	sciencedirect.sciverse.com	
eBook Titles (perpetual access)		[Text deleted]
Elsevier Reference Works (perpetual access) - Encyclopedia of Animal Behavior		
TOTAL FEES		

Elsevier Reference Works Additional Terms and Conditions

The perpetual access granted hereunder for the above reference work(s) is subject to payment of a one-time fee set forth in the fee table above and, after the initial year of the term of this Agreement, an annual access fee in an amount not to exceed [Text deleted] percent of such one-time fee. The annual access fee will not be charged if the Subscriber [Text deleted] maintains an annual subscription on SciVerse ScienceDirect online, and in the event that all such annual subscriptions are terminated, the Subscriber may, at its option, continue to access such reference work(s) online for an annual access fee based on the number of chapters downloaded from such reference work(s) during the prior twelve (12) months at a rate of \$0.081 per download (adjusted annually for inflation and cost increases), in accordance with the usage provisions of the Agreement. Elsevier shall make available for inspection by a duly authorized auditor of the Subscriber, at the Subscriber's sole expense, the records concerning the calculation of such annual access fee one time per year during regular business hours upon thirty (30) days written notice to Elsevier. In the event that the Subscriber does not pay any reference work(s) annual access fee or maintain any annual subscription on ScienceDirect online, the Subscriber may, at its option, (1) acquire a copy of such reference work(s) in print, if available, at an eighty (80%) percent discount off the then current list price and/or (2) acquire, load and technically format on a server that enables access and use by Authorized Users an electronic copy of such reference work(s) for cost in accordance with the usage provisions of the Agreement. The copy may not contain links and other features and functionality associated with the online version.

Elsevier eBooks Additional Terms and Conditions

The perpetual access granted hereunder for the above eBooks is subject to payment of a one-time fee set forth in the fee table above and, after the initial year of the term of this Agreement, an annual access fee in an amount not to exceed five (5%) percent of such one-time fee. The annual access fee will not be charged if the Subscriber maintains an annual subscription on SciVerse ScienceDirect online, and in the event that all such annual subscriptions are terminated, the Subscriber may, at its option, continue to access the eBooks online for an annual access fee based on the number of chapters downloaded from such eBooks during the prior twelve (12) months at a rate of \$0.081 per download (adjusted annually for inflation and cost increases), in accordance with the usage provisions of the Agreement. Elsevier shall make available for inspection by a duly authorized auditor of the Subscriber, at the Subscriber's sole expense, the records concerning the calculation of such annual access fee one time per year during regular business hours upon thirty (30) days written notice to Elsevier. In the event that the Subscriber does not pay any eBooks annual access fee or maintain any annual subscription on SciVerse ScienceDirect online, the Subscriber may, at its option, acquire, load and technically format on a server that enables access and use by Authorized Users an electronic copy of such eBooks for cost in accordance with the usage provisions of the Agreement. The copy may not contain links and other features and functionality associated with the online version.



**Annex A to Schedule 1
Subscribed Titles**

The Licensed Products and Fees identified below are in addition to those identified in the Agreement for 2011.

University of California, San Diego

Notes	ISBN	Subscribed eBook Title	Quantity	Final 2011 Price
First Edition	9780125989206	Adsorption by Powders and Porous Solids	1	[Text deleted]
First Edition	9780444532626	Handbook of Biosensors and Biosensor Kinetics	1	
First Edition	9780444519580	Handbook of Electrochemistry	1	
First Edition	9781558608597	Policy-Based Network Management: Solutions for the Next Generation	1	
First Edition	9780123704764	Probabilistic Methods for Bioinformatics	1	
First Edition	9781856174978	Materials and Design	1	
Tenth Volume	9780444505248	Separation, Preconcentration and Spectrophotometry in Inorganic Analysis	1	
Second Edition	9780123725790	Fiber Bragg Gratings	1	
First Edition	9780123750822	International Investments in Private Equity	1	
First Edition	9780444535993	Modern Inorganic Synthetic Chemistry	1	
First Edition	9781856179218	Digital Signal Processing 101	1	

