

**THIRTY-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 1 November 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.

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 14 November 2011.

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

**(Subscriber)**

[Text deleted]

Name:

Title: *Executive Director*  
[Text deleted]

**ELSEVIER  
(Elsevier)**

Name: 1

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

Amendment No.: 1-2571773581; 1-2571451936

*ds*  
DEC 14 2011

*sp*

**THIRTY-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 FRANCISCO / FRESNO**

No. 1-2571773581

Subscribed Products – publisher	Access	01/December/2011 - 30/November/2012
Elsevier eBooks Collections		
- Biochemistry, Genetics and Molecular Biology 2011		\$0.00
- Clinical Medicine 2011		\$0.00
- Health Professions 2011		\$0.00
- Immunology and Microbiology 2011		\$0.00
- Medicine and Dentistry 2011		\$0.00
- Neuroscience 2011		\$0.00
- Pharmacology, Toxicology and Pharmaceutical Science 2011		\$0.00
- Psychology 2011		\$0.00
- Veterinary Medicine 2011		\$0.00
- EBS 2011 FL		\$0.00
<b>TOTAL FEES</b>		[Text deleted]

No. 1-2571451936

Subscribed Products – publisher	Access	01/December/2011 - 30/November/2012
Elsevier eBooks Collections - Evidence Based Selection Fee		[Text deleted]
- Biochemistry, Genetics and Molecular Biology 2007		
- Biochemistry, Genetics and Molecular Biology 2008		
- Biochemistry, Genetics and Molecular Biology 2009		
- Biochemistry, Genetics and Molecular Biology 2010		
- Clinical Medicine 2007		
- Clinical Medicine 2008		
- Clinical Medicine Pre 2007		
- Clinical Medicine 2010		
- Clinical Medicine 2009		
- Health Professions 2009		
- Health Professions 2010		
- Health Professions 2007		
- Health Professions 2008		
- Health Professions Pre 2007		
- Immunology and Microbiology 2008		
- Immunology and Microbiology 2007		
- Immunology and Microbiology 2010		
- Immunology and Microbiology 2009		
- Medicine and Dentistry 2009		

Subscribed Products – publisher	Access	01/December/2011 - 30/November/2012
<ul style="list-style-type: none"> <li>- Medicine and Dentistry 2008</li> <li>- Medicine and Dentistry 2007</li> <li>- Medicine and Dentistry 2010</li> <li>- Neuroscience 2007</li> <li>- Neuroscience 2008</li> <li>- Neuroscience 2009</li> <li>- Neuroscience 2010</li> <li>- Pharmacology, Toxicology and Pharmaceutical Science 2007</li> <li>- Pharmacology, Toxicology and Pharmaceutical Science 2008</li> <li>- Pharmacology, Toxicology and Pharmaceutical Science 2009</li> <li>- Psychology pre-2007</li> <li>- Psychology Supplement pre-1995</li> <li>- Psychology 1995 - 2006</li> <li>- Psychology 2009</li> <li>- Psychology 2010</li> <li>- Psychology 2007</li> <li>- Psychology 2008</li> <li>- Veterinary Medicine 2009</li> <li>- Veterinary Medicine 2008</li> <li>- Veterinary Medicine 2007</li> <li>- Veterinary Medicine Pre 2007</li> <li>- Veterinary Medicine 2010</li> </ul>		
<b>TOTAL FEES</b>		[Text deleted]

**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 based on the number of chapters downloaded from such eBooks during the prior twelve (12) months at a rate of \$0.081 per download, with a minimum annual fee of \$500 (adjusted annually for inflation and cost increases). The annual access fee will not be charged if the Subscriber maintains an annual subscription on SciVerse ScienceDirect online. 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. A collection discount and a “slippage” discount of ten (10%) percent, to account for titles that were expected to appear in the collection but that are not published by the end of the calendar year (31 December), have been applied to the Fees for each “frontlist” collection. If the Fees paid for a “frontlist” collection were greater than the value of the published titles in the collection at the end of the calendar year less the collection discount, Elsevier shall credit to the Subscriber the difference.

**Elsevier eBooks Collections - Evidence-Based Selection Model**

The term of the subscription to the above Elsevier eBooks Collections shall continue for a period of one (1) year. Upon expiration of the subscription, the Subscriber may access and use in perpetuity, in accordance with the usage provisions of the Agreement, a selection of titles from such Elsevier eBooks Collections ("Selected Titles"), the total value (in current list price) of which shall not exceed 2.5% above the total amount of the one-year Evidence-Based Selection Fee. The Subscriber shall give notice of its selection to Elsevier no later than sixty (60) days prior to the expiration of the subscription. The perpetual access granted hereunder for the Selected Titles shall be subject to payment of an annual access fee based on the number of chapters downloaded from the Selected Titles during the prior twelve (12) months at a rate of \$500 per download, with a minimum annual fee of \$500 (adjusted annually for inflation and cost increases). The annual access fee will not be charged if the Subscriber maintains an annual subscription on SciVerse ScienceDirect online. 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 annual access fee for the Selected Titles 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 the Selected Titles 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.