

**FIFTY-SEVENTH 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 29 May 2012 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 6 June 2012.

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THE CALIFORNIA DIGITAL LIBRARY**

(Subscriber)
[Text deleted]

JUN 22 2012

Title: *Executive Director*

ELSEVIER B.V.
[Text deleted]

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

Amendment No.: 1-3102920322

**FIFTY-SEVENTH AMENDMENT TO
ELSEVIER SUBSCRIPTION AGREEMENT
Schedule 1
Subscribed Products/Access/Fees**

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UNIVERSITY OF CALIFORNIA - DAVIS

No. 1-3102920322

Subscribed Products – publisher	Access	2012
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TOTAL FEES		