

ADDENDUM dated 2nd May 2007 to Online Licence Agreement for Empire Online between Adam Matthew Digital Ltd (the "Licensor") and The Regents of the University of California, with its principal offices at The California Digital Library (covering all ten University of California campuses), University of California, 415 20th Street, Oakland, CA 94612 (the "Licensee")

Projects licensed by original Agreement

· Empire Online

The following Additional Project is Licensed by this Addendum on the same terms as the original Empire Online Agreement, subject to clauses (1), (2) and (3) as set out below:

· **Everyday Life & Women in America, c1800-1920, Online**

Clause (1):

Section IV: Licensor Performance Obligations:

DELETE: *Availability of Licensed Materials. Upon the Effective Date of this Agreement, Licensor shall make the Licensed Materials available to the Licensee and Authorised Users at least until 31 December 2014.*

The Licensee is committed to purchasing all five sections of the Licensed Materials. The total fee payable by the Licensee for the period up to 31 December 2014 shall be set out at the beginning of this term and is payable by lump sum or by annual instalments on the publication of each section.

INSERT: *Availability of Licensed Materials. Upon the Effective Date of this Agreement, Licensor shall make the Licensed Materials available to the Licensee and Authorised Users at the one-time price specified by Licensor.*

Hosting. The Licensor guarantees to host the Licensed Materials for five (5) years from the Effective Date and it is intended that the hosting be extended for further five year periods.

Clause (2):

Section VII: Renewal

DELETE: *Each renewal shall be subject to the payment by Licensee of an additional fee as may be required to cover the Licensor's cost of providing ongoing access to the Licensed Materials.*

INSERT: *Each renewal shall be subject to the payment by Licensee of five percent (10%) of purchase price to cover the Licensor's cost of providing ongoing access to the Licensed Materials.*

Clause (3):

Section IX: Licence Period:

DELETE: *Except for termination for cause, the Licensor hereby grants to the Licensee a non-exclusive, royalty-free, licence to use the Licensed Materials until 31 December 2014, subject to payment of such fees as the parties may agree. Such use shall be in accordance with the provisions of this Agreement, which provisions shall survive any termination of this Agreement.*

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INSERT: Except for termination for cause, the Licensor hereby grants to the Licensee a non-exclusive, royalty-free, licence to use the Licensed Materials. By payment of the agreed fees, the Licensee shall have the option to use the hosting facilities offered by the Licensor. Such use shall be in accordance with the provisions of this Agreement, which provisions shall survive any termination of this Agreement.

IN WITNESS THEREOF, the parties have executed this Agreement by their respective, duly Authorised representatives as of the date first above written:

LICENSOR:

BY: _____ DATE: 16 MAY 2007
Signature of Authorised Signatory of Licensor

Name: _____
Title: SALES + MARKETING DIRECTOR
Adam Matthew Digital Ltd
Pelham House, London Road,
Marlborough, Wiltshire, SN8 2AA, England

Fax: +44 (0)1672 511662

Email: _____

THE LICENSEE:

BY: _____ DATE: 5/14/07
Signature of Authorised Signatory of Licensee

NAME: _____
TITLE: Director, Business Services
ADDRESS: 415 20th Street, 4th Floor
FAX: 001.510.287.3825
EMAIL: _____

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BUSINESS TERMS FOR ADDENDUM dated 2nd May 2007 to Online Licence Agreement for Empire Online between Adam Matthew Digital Ltd (the "Licensor") and The Regents of the University of California, with its principal offices at The California Digital Library (covering all ten University of California campuses), University of California, 415 20th Street, Oakland, CA 94612 (the "Licensee")

Licensed Materials:

Everyday Life & Women in America, c1800-1920, Online

Pricing: [REDACTED]

- * Simultaneous Use: unlimited
- * Includes access for nine (9) UC campuses plus free access for UC San Francisco
- * A credit note of [REDACTED] will be available to CDL to cover combined UCLA, UC Berkeley and UC Irvine purchase total of Empire Online
- * MARC records are available for free download
- * Archival back-up on DVD available on request
- * No annual maintenance fee will be charged
- * [REDACTED] of purchase price [REDACTED] will be paid [REDACTED] after the effective date and every [REDACTED] thereafter to cover our hosting costs

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