AMENDMENT TO SUBSCRIPTION AGREEMENT BETWEEN
PALO VERDE COLLEGE
AND
rSMART, INC.
For Extension of Subscription Contract

This Amendment is by and between Palo Verde College ("Customer" or "Client") and rSmart, Inc. ("Supplier" or "rSmart") and effective as of the date executed by the last authorizing signature below ("Effective Date").

A. Customer and Supplier entered into that certain Subscription Agreement on 4/1/2009 (the "MSA") for the provision of rSmart services to the Customer as more particularly described in the MSA.
B. The parties have agreed to make certain modifications to the MSA for the purpose of extending the duration of support and hosting services provided by rSmart to Client described in the MSA.

NOW, THEREFORE, in consideration of the mutual covenants and promises set forth in this Amendment and other valuable consideration, receipt of which is hereby acknowledged, the parties do hereby agree as follows:

1. Definitions:
    a. Except as expressly modified herein, terms defined in the MSA shall have the same meanings when used in this Amendment.
2. Term: The following terms shall apply:
    a. The term shall be from the date of execution of this Amendment until 9/302015.
3. Price: Fees associated with the extension of support and hosting services are described below:
    a. Three year extension of Sakai CLE hosting and support from October 1, 2012 through September 30th, 2015: $68,157.
4. Billing: Fees will be invoiced and are due in full on the following schedule:
    a. First payment of $22,719 is due upon execution of this Agreement but not later than October 30, 2012.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment effective as of the latest date of execution set forth below. Except as modified hereby, all of the terms and conditions of the MSA shall remain in full force and effect.

PALO VERDE COLLEGE	rSMART
By: _____	By: _____
Name: _____	Name: _____
Title: _____	Title: _____
Date: _____	Date: _____

PALO VERDE COMMUNITY COLLEGE
ONE COLLEGE DRIVE, BLYTHE, CA 92225

Purchase Order #: P-0042162

Fiscal Year:2012-2013
Date: 09/28/2012

Purchase Order number must appear on all packages and documents.

Vendor: 15248 THE RSMART GROUP 1375 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85257 Phone: Fax:	Buyer: STEPHANIE SLAGAN Phone: 760-921-5538 Fax: 760-922-0230 Payment Terms: NET30 Terms & Conditions: FOB: Routing: E. Cockrell
Deliver on or Before: 10/13/2012 Ship To: Palo Verde Community College ONE COLLEGE DRIVE BLYTHE, CA 92225 Fax: 760-922-0230	Bill To: Palo Verde Community College ONE COLLEGE DRIVE BLYTHE, CA 92225 Fax: 760-922-0230

Originators: ELIZABETH COCKRELL (R0000013)

Note: Contract Extension for rSmart and PVC.

	Qty	U/M	Item Name	Unit Cost	Total
1.	1.00	EACH	RSMART CONTRACT EXTENSION **Description:** Three, one year extension of (Sakai CLE) from Oct 1, 2012-Sept. 30, 2015 12-TL3-2012-2-6150-0000-5620	68,157.000000	68,157.00

Total Line Items:	68,157.00
Discount:	.00
Sub-Total:	68,157.00
Tax:	.00
Freight:	.00
Order Total:	68,157.00

Authorized Signature

P0042162