



TASC USA – PRICE LOCK

This TASC USA Addendum made by and between Total Administrative Services Corporation (“TASC”) and _____ (the “Purchaser”) is effective on the Effective Date set forth on the first page of the TASC USA.

RECITALS

WHEREAS, TASC and Purchaser have entered into a TASC Universal Subscription Agreement (“TASC USA”); and

WHEREAS, TASC and Purchaser wish to modify certain terms and conditions in the TASC USA.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties, and the exchange of the mutual promises made below, the parties hereto hereby agree as follows:

GENERAL CONDITIONS

Counterparts. This Addendum may be executed and delivered (including by facsimile or Portable Document Format (pdf) transmission) in one or more counterparts, all of which will be considered one and the same agreement and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other party. Any such documents and signatures shall, subject to applicable legal requirements, have the same force and effect as manually-signed originals and shall be binding on the parties hereto.

Conflicts. If any conflict arises between the terms and conditions of this Addendum and the TASC USA, the terms of this Addendum shall control. Subject to the foregoing, all other terms and conditions of the TASC USA which are not specifically modified herein shall remain in full force and effect.

PRICE LOCK

During the Initial Term, and notwithstanding any other provision in the TASC USA to the contrary, TASC will not raise the TASC Fees for market based adjustments or to reflect inflation as provided under the TASC USA.

IN WITNESS WHEREOF, each of the parties has caused this Addendum to be executed on its behalf and to be effective as of the Effective Date set forth on the first page of the TASC USA.

PURCHASER

TOTAL ADMINISTRATIVE SERVICES CORPORATION

By: _____

By: _____

Printed Name: _____

Printed Name: _____

Title: _____

Title: _____

Date: _____

