

Change Control Process

Change Request Procedure.

The Party that wishes to make a Change will deliver to the other Party a written request that contains as much detail as is reasonably practicable regarding the business requirements, the nature and scope of the Change, including the proposed implementation date, the priority of the Change Request in relation to other pending Changes, the Fees to the extent known associated with any proposed Change and, as applicable, a description of the subject Services (each such request, a "Change Request"). The Party receiving the Change Request will respond to the request within ten (10) business days of its receipt thereof, indicating that the Change Request (i) includes sufficient information to provide a price quote, (ii) is rejected and the reasons therefor, or (iii) additional information is required. Thereafter, the Party submitting the Change Request will respond to any request for further information within ten (10) business days of its receipt thereof, and the exchange of information will continue on this basis until the Change Request is rejected by a Party or implemented in a mutually agreed upon Statement of Work.

Fees for Changes.

The Parties will negotiate in good faith to reach agreement on applicable development costs and/or operational Fees, if any, that will apply to Changes. In connection with each assessment, the Parties will, among other things, consider: (i) the materiality of the Change; (ii) the cost of developing and implementing the Change; (iii) projected Third Party charges; and (iv) the timing of the Change in relation to then current resource levels and other pending projects and initiatives. No changes in Fees will be final until agreed in writing by both Parties.