

March 22, 2017

Warren County School District  
6820 Market Street  
Russell, PA 16345-3406  
Attention: Misty Weber

Re: GradPoint Licensing

Dear Ms Weber:

I am writing on behalf of Connections Education LLC d/b/a Pearson Online & Blended Learning K-12 USA ("Pearson OBL"). Pearson OBL, having been transferred the GradPoint product ("GP") from NCS Pearson, Inc. ("NCS"), an affiliate Pearson company, shall manage the Agreement that was agreed to between NCS and Warren County School District ("WCSDPA") (with said Agreement being approved by the WCSDPA's Board of School Directors at its special meeting held on August 29, 2016, and being hereinafter referred to as the "Agreement") and support GP subscriptions accordingly. To continue and expand the relationship between Pearson OBL and WCSDPA, Pearson OBL desires to grant WCSDPA's request to allow districts across Pennsylvania to access GP under the terms of the Agreement. Therefore, the definition of "Territory" under Section 1 of the Agreement shall hereby be understood to refer to the Commonwealth of Pennsylvania. Other than this change to the definition of "Territory," all other terms and conditions of the Agreement remain unchanged and in full force and effect.

So that we may document WCSDPA's agreement to the foregoing, please see to the execution of this letter where indicated below by an authorized representative of WCSDPA and return it to us. We look forward to continuing to work with Warren County School District of Pennsylvania.

Sincerely,

By: \_\_\_\_\_

Printed Name: Donna Hutchison

Title: Senior Vice President, Partner Development

Date: \_\_\_\_\_

ACKNOWLEDGED AND AGREED ON BEHALF OF WCSDPA EDUCATION SERVICE CENTER:

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_