

**SECOND AMENDMENT TO
ELSEVIER LICENSE AGREEMENT**

WHEREAS, the parties hereto have previously entered into an agreement dated 5 February 2009 (the "Agreement") as last amended on 22 February 2009 and wish to amend the Agreement as set forth in this amendment ("Amendment").

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth below, and for such other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree to amend the Prior Agreement as of the execution date below as set forth below and on Schedule 1.

Except as specifically amended hereby, all of the existing terms and conditions of the Agreement are hereby ratified. Capitalized terms used herein that are not otherwise defined shall have the meanings ascribed to them in the Agreement. To the extent any terms or conditions of the Agreement conflict with or are inconsistent with this Amendment, the terms of this Amendment shall prevail.

IN WITNESS WHEREOF, the parties have executed this Amendment by their respective, duly authorized representatives as of 24 March 2009.

**THE REGENTS OF THE UNIVERSITY OF CALIFORNIA o/b/o THE CALIFORNIA
DIGITAL LIBRARY
(Subscriber)**

[Text Deleted]

Name: [Text Deleted]

Title: *Executive Director*

ELSEVIER B.V.

(Licensor)

[Text Deleted]

Name:

Title: *Managing Director, Sales*

Contract Number: 1-759841032

**SECOND AMENDMENT TO
ELSEVIER LICENSE AGREEMENT
Schedule 1**

The Licensed Products and Fees identified below are in addition to those identified in the Agreement for 2009.

UNIVERSITY OF CALIFORNIA, SANTA BARBARA

Contract #1-759841032

Licensed Products – publisher	Access	2009
ScienceDirect® online – Elsevier B.V.	sciencedirect.com	
Elsevier Reference Works (perpetual access) - Encyclopedia of Ocean Sciences II		[Text]
TOTAL FEES		[Text]


APR 06 2009