



MAY 18 2010

**TWELFTH AMENDMENT TO
ELSEVIER SUBSCRIPTION AGREEMENT**

WHEREAS, the parties hereto have previously entered into an agreement dated 5 February 2009, as last amended on 12 May 2010 (the "Agreement"), 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 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 13 May 2010.

**THE REGENTS OF THE UNIVERSITY OF CALIFORNIA on behalf of
THE CALIFORNIA DIGITAL LIBRARY
(Subscriber)**

[Redacted]

Name:

Title:

Executive Director

**ELSEVIER B.V.
(Elsevier)**

[Redacted]

Name:

Title: Managing Director

Government

Amendment No.: 1-1605 Agreement No.: 1-312591452

Rev Nov 2009

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**TWELFTH AMENDMENT TO
ELSEVIER SUBSCRIPTION AGREEMENT
Schedule 1
Subscribed Products/Access/Fees**

The Subscribed Products and Fees identified below are in addition to those identified in the Agreement for 2010 through 2013.

UNIVERSITY OF CALIFORNIA, DAVIS

No. 1-1605580811

Subscribed Products – publisher	Access	2010	2011	2012	2013
ScienceDirect® online – Elsevier B.V	sciencedirect.com		██████	██████	██████
Elsevier Book Series (2006-) - Advances in Virus Research		██████	██████	██████	██████
Elsevier Book Series Backfiles (pre-2006) - Advances in Virus Research Backfile (0065-3527)		██████			
TOTAL FEES		██████	██████	██████	██████

Perpetual Access to Elsevier Book Series Backfiles

The Subscriber may access and use in perpetuity the Elsevier Book Series Backfiles in accordance with the provisions of the Agreement, as amended herein, for a one-time fee for as long as the Subscriber maintains an annual subscription on ScienceDirect online.

Elsevier Book Series Additional Terms and Conditions

Upon termination of all of the Subscriber's annual subscriptions on ScienceDirect online, the Subscriber may, at its option, (1) acquire, load and technically format on a server that enables access and use by Authorized Users an electronic copy of the above book series/handbook series for cost and/or (2) continue to access such books online for an annual access fee based on the number of chapters downloaded from such books during the prior twelve (12) months at a rate of \$0.081 per download (adjusted annually for inflation and cost increases), in accordance with the usage provisions of the Agreement, which provisions shall survive the termination of the Agreement. Elsevier shall make available for inspection by a duly authorized auditor of the Subscriber, at the Subscriber's sole expense, the records concerning the calculation of the annual access fee one time per year during regular business hours upon thirty (30) days written notice to Elsevier. The electronic copy may not contain links and other features and functionality associated with the online version. If a particular book is withdrawn by Elsevier or not renewed by the Subscriber, but the Subscriber remains a ScienceDirect online subscriber, the Subscriber may continue to access online, at no additional charge, such formerly subscribed book for the publication years paid, provided that Elsevier continues to hold the electronic rights thereto.

