

OUTSOURCING CONSENT AGREEMENT

THIS AGREEMENT made effective as of the ____ day of _____, _____. (the "Agreement")

BETWEEN:

(the "Company")

-AND-

(the "Customer")

-AND-

(the "Service Provider")

WHEREAS:

- A. The Company has licensed to the Customer the software programs identified in Schedule "A" attached hereto (the "Licensed Programs") under a license agreement dated the ____ day of _____, _____ (the "License Agreement");
- B. The Customer and the Service Provider have entered into or are about to enter into an agreement (the "Outsourcing Agreement") under which the Service Provider will provide data processing services to the Customer and which services require the Service Provider to use the Licensed Programs; and
- C. The Company is willing to grant to the Customer the right to provide the Service Provider with access to the Licensed Programs solely for the purpose of performing data processing services for the Customer, subject to the following.

NOW THEREFORE THIS AGREEMENT WITNESSES THAT the parties hereto, for good and valuable consideration, agree as follows:

1. The Company hereby grants the Customer the right to provide the Service Provider with access to the Licensed Programs as reasonably necessary to enable the Service Provider to perform its obligations pursuant to the Outsourcing Agreement. The term "access" means the right to execute, display or otherwise use the Licensed Programs for the sole purpose of performing the Customer's internal data processing requirements as provided in the Outsourcing Agreement. If necessary for the performance of the services, the Licensed Programs may be installed on computers owned by or leased to and under the control of the Service Provider ("Service Provider's System") which are identical as to make, model and operating system to the Designated System (as such term is defined in the License Agreement) provided, however, that in such event, the Customer shall discontinue use of the Licensed Programs on the Designated System during the period that the Licensed Programs are installed or used on the Service Provider's System.