Amendment Approval Form

Contract Between:

Northrop Grumman Systems Corporation
7575 Colshire Drive
McLean, VA 22102-7508

and

The Commonwealth of Virginia
11751 Meadowville Lane
Chester, VA 23836

Contract Number	**VA-051114-NG**
Amendment Number	**110**
Description of Contract Change – Provide a brief description of contract change	Adds March 2014 usage and true-up quantity to Attachment 10.1.17-D (Microsoft True-up).
Section(s) of CIA Referenced – Identify section(s) of CIA modified, including Attachments and Schedules	• Attachment 10.1.17-D (Microsoft True-up)

This is Amendment No. 110 to the Comprehensive Infrastructure Agreement between the Commonwealth and Vendor originally dated as of November 14, 2005 and as subsequently amended (hereinafter, "Amendment No. 110"). The Commonwealth and Vendor have agreed to modify the Comprehensive Infrastructure Agreement as set forth below. Except as expressly modified in Amendment No. 110, the terms and conditions of the Agreement shall remain in full force and effect. Capitalized terms used but not defined in Amendment No. 110 shall have the meanings assigned to them in the Agreement.

1. In Schedule 10.1 (Fees), Attachment 10.1.17-D (Microsoft True-up) is deleted in its entirety and replaced with Exhibit A.

The Parties have executed this Amendment No. 110 on the dates indicated below.

VITA for the Commonwealth of Virginia	**Northrop Grumman Systems Corporation**
By: Francine C Barnes	By: for:
Name: Francine C. Barnes	Name: Roxanne Esch
Contract Manager	Director, Contracts
Date: March 2, 2015	Date: 12/18/2014

Amendment No. 110
Exhibit A

Attachment 10.1.17-D Microsoft True-up

Microsoft Product Name	Manufacturer Number	Quantity from 10.1.17-A (2012 Baseline Qty.)	Point In Time (March 2013 Usage)	2013 True-up Quantity	Point In Time (March 2014 Usage)	2014 True-up Quantity	Point In Time (March 2015 Usage)	2015 True-up Quantity
Enterprise Products-Platform								
OfficeProPlus ALNG LicSAPk MVL Pltfrm	269-12442	54,597	57,441	57,441	56,934	57,441		
WinPro ALNG UpgrdSAPk MVL Pltfrm	FQC-02460	54,597	57,441	57,441	56,934	57,441		
DsktpOptmztnPkforSA ALNG SubsVL MVL PerDvc for WinSA	WSB-00068	54,597	57,441	57,441	56,934	57,441		
CoreCAL ALNG LicSAPk MVL Pltfrm UsrCAL	W06-01072	53,787	56,244	56,244	56,692	56,692		
Additional Products								
BztlkSvrEnt ALNG LicSAPk MVL 1Proc	F52-00396	2	2	2	1	2		
ExchgSvrEnt ALNG LicSAPk MVL	395-02504	100	44	100	54	100		
ExchgSvrStd ALNG LicSAPk MVL	312-02257	22	10	22	9	22		
FrfrntIdnttyMgr ALNG LicSAPk MVL	7VC-00118	2	5	5	4	5		
FrfrntIdnttyMgrCAL ALNG LicSAk MVL UsrCAL	7WC-00113	53,787	56,244	56,244	56,692	56,692		
FrfrntIdnttyMgrExtConn ALNG LicSAk MVL	9GC-00112	4	4	4	2	4		
FrFrntTMGEnt ALNG LicSAPk MVL 1Proc	4VD-00262	18	12	18	12	18		
FrFrntTMGStd ALNG LicSAPk MVL 1Proc	4WD-00286	7	6	7	6	7		
LyncSvrEnt ALNG LicSAPk MVL	6PH-00235	4	4	4	4	4		
SharePointEntCAL ALNG LicSAPk MVL DvcCAL	76N-02468	1,653	1,653	1,653	1,653	1,653		
SharePointIntrntSitesEnt ALNG LicSAPk MVL	CKF-00299	2	2	2	0	2		
SharePointSvr ALNG LicSAPk MVL	H04-00268	35	35	35	33	35		
SQLCAL ALNG LicSAPk MVL UsrCAL	359-00961	53,787	53,787	53,787	53,787	53,787		
SQLSvrEnt ALNG LicSAPk MVL	810-04760	140	125	140	123	140		
SQLSvrEnt ALNG LicSAPk MVL 1Proc	810-03307	52	54	54	56	56		
SQLSvrStd ALNG LicSAPk MVL	228-04433	276	171	276	177	276		
SysCtrCnfgMgrSvr ALNG LicSAPk MVL	J3A-00162	15	15	15	15	15		
SysCtrCnfgMgrSvrwSQL ALNG LicSAPk MVL	J4A-00155	1	1	1	1	1		
SysCtrOpsMgrSvr ALNG LicSAPk MVL	UAR-00661	1	1	1	1	1		
SysCtrOpsMgrSvrMLStd ALNG LicSAPk MVL	UAT-00315	8	8	8	8	8		
TechnetPlusSingleUsr Win32 ALNG LicSAPk MVL	Q99-00009	4	1	4	1	4		

Attachment 10.1.17-D Microsoft True-up								
Microsoft Product Name	**Manufacturer Number**	**Quantity from 10.1.17-A (2012 Baseline Qty.)**	**Point In Time (March 2013 Usage)**	**2013 True-up Quantity**	**Point In Time (March 2014 Usage)**	**2014 True-up Quantity**	**Point In Time (March 2015 Usage)**	**2015 True-up Quantity**
WinRmtDsktpSrvcsCAL ALNG LicSAPk MVL DvcCAL	6VC-01253	2,104	1,100	2,104	1,107	2,104		
WinSvrStd ALNG LicSAPk MVL	P73-00226	1,557	1,790	1,790	1,785	1,790		
WinSvrExtConn ALNG LicSAPk MVL	R39-00396	2	2	2	2	2		
CISEnt ALNG LicSAPk MVL 2Proc	YJD-00373	345	215	345	109	345		
CISDataCtr ALNG LicSAPk MVL 2Proc	FUD-00278	125	125	125	128	128		
Non-Core Products								
MSDN Subscriptions		221	221	221	221	221		
VSPremMSDN ALNG SA MVL	9ED-00073	19	19	19	19	19		
VSProwMSDN ALNG SA MVL	77D-00111	8	8	8	8	8		
VSUltwMSDN ALNG SA MVL	9JD-00053	191	191	191	191	191		
VSTeamFndtnSvr ALNG SA MVL	125-00124	1	1	1	1	1		
VSTeamFndtnSvrCAL ALNG SA MVL UsrCAL	126-00196	2	2	2	2	2		