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VOID IF EXECUTED AFTER: June 30, 2014
CUSTOMER: San Leandro Unified School District

Blackboard

This Blackboard Order Form ("Order Form") by and between Blackboard (as defined below) and San Leandro Unified School District ("Customer") details the terms of Customer's use of the products and services set forth below ("Product and Pricing Summary"). This Order Form shall become effective on the Effective Date. This Order Form, together with the Blackboard Master Agreement located at http://agreements.blackboard.com/bbinc/blackboardmaster.aspx and incorporated by this reference, form the entire agreement between the parties in respect of the products and services set forth in the Product and Pricing Summary. Notwithstanding anything to the contrary in any purchase order or other document provided by Customer, any product or service provided by Blackboard to Customer in connection with a purchase order related to this Order Form is conditioned upon Customer's acceptance of this Order Form and the Blackboard Master Agreement. Any additional, conflicting or different terms proffered by Customer in a purchase order or otherwise shall be deemed null and void. Each of the individuals executing this Order Form represent and warrant that he or she is authorized to execute the Agreement on behalf of Customer or Blackboard, as applicable.

In consideration of the promises set forth herein, and other good and valuable consideration, the receipt of which are hereby acknowledged, the parties hereby agree as follows:

A. Product and Pricing Summary

Product Name	Description	Units	Initial Term Fee (USD) Period 1: (12 months)
Blackboard Connect K-12 Service	Blackboard Connect K-12 Basic Unlimited Service	8,706($2.98 per recipient)	$25,943.88
Credit			<$12,971.94>
Blackboard Connect Support Service	24x7x365 Support Unlimited Online Training	1	Waived
Sales Order Total Fee (Initial Term):			**$12,971.94**

B. Term

1. **Initial Term: Unless otherwise specified in the Product or Service Description above, the Initial Term shall be one (1) year following the Effective Date.**
2. **Unless otherwise specified in the Product or Service Description above, this Order Form shall be renewed automatically for successive periods of one (1) year (each a "Renewal Term") after the expiration of the Initial Term and any subsequent Renewal Term, unless Customer provides Blackboard, or Blackboard provides Customer, with a written notice to the contrary thirty (30) days prior to the end of the Initial Term or Renewal Term, as applicable.**
3. **Effective Date: October 1, 2013.**

C. Payment Terms

1. **All initial and subsequent payments shall be due Net 30. Unless otherwise specified, all dollars ($) are United States currency.**
2. **Unless otherwise indicated in this Order Form or any attachment hereto, Customer shall be invoiced for amounts due in respect of the first year of the Initial Term upon execution of this Order Form.**
3. **Sales Tax: If applicable, a copy of your Sales Tax Direct Pay Certificate or your Sales Tax Exemption Certificate must be returned with this Order Form.**

D. Special Provisions

1. **The terms and conditions at http://agreements.blackboard.com/bbinc/connectschedule.aspx are incorporated herein.**
2. **Upon the Effective Date of this Order Form, this Agreement shall replace in its entirety the Connect5 Platform Conversion Letter signed by Customer on July 10, 2012.**

Customer: San Leandro Unified School District	Blackboard ("Blackboard")
Signature: DocuSigned by: ~~Consuelo Zuluaga~~ Victoria Forrester 9A9DBDD561D84C6...	Signature: TESS FRAZIER
Name (printed): Victoria Forrester ~~Consuelo Zuluaga~~	Name (printed): VICE PRESIDENT
Title (printed): Director	Title (printed):
Date: 6/11/2014 | 10:12 AM PT	Date:

TF

DS