



EXHIBIT A TO APPENDIX D TO DIR CONTRACT NO. DIR-SDD-1360

CGI Technologies and Solutions Inc.
Software License Agreement

1. **Licensed Software.** CGI is licensing to Customer the following computer software components, comprising the Software:

AMS Advantage® Financial Management System 3 (_____platform/database) including the following modules:

- Financial Management Base System
- Project and Grants Management
- Treasury Accounting
- Inventory Management
- Cost Allocation
- Asset Management - Maximo

AMS Advantage Procurement System including the following modules:

- Professional
- Shopper
- Vendor

AMS Advantage Performance Budgeting:

- Budget Formulation
- Salary and Benefit Forecasting
- Budget Book Publishing
- Performance Budgeting
- Dashboard

AMS Advantage Human Resource Management System including the following modules:

- Human Resources
- Time and Attendance
- Payroll Management
- Payroll Accounting Management
- Position Control
- Employee Self Service
- Talent Management
- Benefits Administration
- Learning Management

AMS infoAdvantage End User Bundle or AMS infoAdvantage Server Bundle

CGI is providing to Customer one (1) copy of the Software on machine-readable media.

2. **Licensed Documentation.** The Specifications for the Software are as set forth in the following documentation which CGI will deliver to Customer, and which is collectively referred to in this Agreement as the "Documentation":

- Web-based Advantage Financial – VSS System Administration Guide
- Web-based Advantage Financial – Vendor Self Service Users Guide
- Web-based Advantage Financial – Users Guide
- Web-based Advantage Financial – Upgrade Overview Guide



Web-based Advantage Financial – Upgrade Manager User Guide
Web-based Advantage Financial – Treasury Accounting User Guide
Web-based Advantage Financial – System Overview
Web-based Advantage Financial – System Administration Guide
Web-based Advantage Financial – Procurement User Guide
Web-based Advantage Financial – Performance Tuning
Web-based Advantage Financial – Global Attributes User Guide
Web-based Advantage Financial – Getting Started Guide
Web-based Advantage Financial – Fixed Assets User Guide
Web-based Advantage Financial – Financial System Administration Guide
Web-based Advantage Financial – Developer Guide
Web-based Advantage Financial – Administration Installation Guide Part 5
Web-based Advantage Financial – Administration Installation Guide Part 3
Web-based Advantage Financial – Administration Installation Guide Part 2
Web-based Advantage Financial – Administration Installation Guide Part 1
Web-based Advantage HRM – User Guide
Web-based Advantage HRM – Upgrade Overview Guide
Web-based Advantage HRM – System Overview Guide
Web-based Advantage HRM – System Administration Guide
Web-based Advantage HRM – Performance Tuning Guide
Web-based Advantage HRM – Payroll Engine System Admin Guide
Web-based Advantage HRM – Payroll Engine Developer Guide
Web-based Advantage HRM – HRM System Administration Guide
Web-based Advantage HRM – HRM Installation Guide Part 4
Web-based Advantage HRM – HRM Installation Guide Part 1
Web-based Advantage HRM – Getting Started Guide
Web-based Advantage HRM – ESS User Guide
Web-based Advantage HRM – Developer Guide
Web-based Advantage HRM – Administration Installation Guide Part 3
Web-based Advantage HRM – Administration Installation Guide Part 2
Web-based Advantage HRM – Administration Installation Guide Part 5
Web-based Advantage HRM – 2004 Tax Reporting Supplement
infoAdvantage – Installation Guide
infoAdvantage – Budget Structure ETL Guide
infoAdvantage – Developer Guide
infoAdvantage – Universes Reports Guide
infoAdvantage – System Administration Guide
Performance Budgeting – User Guide
Performance Budgeting – WebSphere Cluster Installation Guide
Performance Budgeting – Installation Guide
Performance Budgeting – Extensibility Guide
3rd Party Documentation as applicable

The Documentation is included with the Software on machine-readable media.

3. **License Type.** The Software is licensed to Customer on the following basis:

Site License. Customer is permitted to use the Software at the computer facility or facilities listed below with the exception of AMS infoAdvantage which is a named user license (or server license if Server Bundle). In the event of the failure of the computers at the listed location(s),



Customer may use the Software at a back-up computer facility in the same country until operations at the primary facility have been restored.

Named Users License. Customer is permitted to allow a total of 50 users for the AMS infoAdvantage Software.

OR

Server License. Customer is permitted to use the Software on [] server(s) or mainframe(s).

Should Customer desire to use the Software for additional named users or at additional facilities, as the case may be, Customer may purchase additional licenses at CGI's then-current prices.

4. **Work That May Be Processed.** Customer may only use the Software to process Customer's own work. CUSTOMER MAY ONLY USE THE AMS infoADVANTAGE SOFTWARE WITH AMS ADVANTAGE DATABASES.
5. **License Fee.** The license specified in Section 1 of this Exhibit is granted to Customer for a License Fee of [\$_____]. All License Fees shall be at the rates set forth in Appendix C, Pricing Index, to DIR Contract No. DIR-SDD-1360. This License Fee includes the following Software.

Licensed Software	License Fee
Previously Licensed CGI Software	N/A
<i>LIST ANY NEW LICENSED SOFTWARE HERE</i>	\$
Bundled Software Products	
Total License Fees	

Invoicing and Payment shall be in accordance with Sections 7.B. and 7.C. of Appendix A of the DIR Contract No. DIR-SDD-1360.

CGI shall submit invoices to the following:

6. **Warranty Period.** The Warranty Period for the Software referred to in section 5.A of this Agreement is a period of ____ () months beginning on the date CGI has successfully completed CGI's standard installation test following delivery of the Software to the Customer.
7. **Bundled Software Products.** Included in the license fees set forth in Section 5 of this Exhibit A are the license fees for certain bundled software products (the "Bundled Software Products") required to be used in connection with the Software. CGI is providing the following Bundled Software Products to Customer:

(all X's need to be filled in with input from CGI Sales.)

Adobe Present Central Pro - X printer output licenses
Adobe Present Output Designer - X Named User License
Adobe RoboHelp® Office - X Named User License *[Governed by Shrink-wrap License]*
Pervasive® Data Integrator Pro Developer™ X Named User License *[Governed by Shrink-wrap License]*
Pervasive Data Integrator Pro Engine™ X CPU License (Single or multi-threaded) *[Governed by Shrink-wrap License]*
1099 Convey - Desktop or Network X, X Named User License and X 1099s processed annually *[Governed by Shrink-wrap License]*
Business Objects Application Specific one (1) User Bundle includes the following:

- 50 Named Users, WebIntelligence
- 50 Named Users, Broadcast Agent Scheduler
- 50 Named Users, Broadcast Agent Publisher
- 50 Named Users, Designer
- 50 Named Users, Supervisor

--- OR ---

Business Objects Application Specific Server Bundle which includes the following:

- Business Objects Web Intelligence Server - 4 CPU, unlimited users
- Broadcast Agent Scheduler - 4 CPU, unlimited users
- Broadcast Agent Publisher - 4 CPU, unlimited users
- Business Objects Designer - 4 CPU, unlimited users
- Business Objects Supervisor - 4 CPU, unlimited user

Business Objects - X Named Users (Internal Note - This is the thick client and is an additional fee)

Finite Matters, Ltd. PatternStream® - X Runtime/Developer License

Versata Logic Server - Site license

Versata Designer Studio - X Named User License

IBM WebSphere - X IBM Processor Value Units

IBM Maximo® Enterprise Asset Management- X Named User License *[Governed by Shrink-wrap License]*

IRI CoSort - Hardware type (model number) / Operating System (version) / X No. of CPUs / X Memory *[Governed by Shrink-wrap License]*

Micro Focus Net Express (Windows) - X Named user License *[Governed by Shrink-wrap License]*

Micro Focus Server Express (AIX) - X Named user License *[Governed by Shrink-wrap License]*

Micro Focus Application Server for Net Express (Windows) - 1 Server License for up to 10 concurrent batches/users License *[Governed by Shrink-wrap License]*

Micro Focus Application Server for Net Express (AIX) - 1 Server License for up to 10 concurrent batches/users License *[Governed by Shrink-wrap License]*

Monsell EDM DeltaXML - Site License

Meridian Knowledge Centre® Suite - X number of Users

Meridian Player - X number of Users

KenexaBrassRing Enterprise- X number of Authorized Users *[See Attachment A for additional terms]*



All rights of Customer in and to the Bundled Software Products will be governed by the terms and conditions of this Agreement, unless otherwise specified above. CGI does not itself give or make any warranty of any kind with respect to the Bundled Software Products. Changes in the Software which CGI may make from time to time may make it necessary for Customer to acquire, at its own expense, updated versions of the Bundled Software Products or additional Bundled Software Products.

8. **Additional Terms.** Once the Talent Management module, powered by the hosted version Enterprise, within the AMS Advantage Human Resource Management System, has been in a live in a production environment for a period of one (1) year, Customer shall have the option to convert to an on-site license of Enterprise to be located at Customer's site. If Customer elects this option, it shall provide seven (7) months prior written notice to CGI and acknowledges that there will be additional third party software licensing, hardware, conversion and support costs, as well as additional requirements in connection with converting to a Managed On-Site Enterprise license.

Agreed to and initialed for identification by:

(Customer)

(CGI)