

**AMENDMENT NUMBER 1  
CONTRACT NO. DIR-TSO-2893  
BETWEEN  
THE STATE OF TEXAS, DEPARTMENT OF INFORMATION RESOURCES  
AND  
VION CORPORATION**

This Amendment Number 1 to Contract Number DIR-TSO-2893 (“Contract”) is between the Department of Information Resources (“DIR”) and ViON Corporation (“Vendor”). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. **Contract, Section 2. Term of Contract**, is hereby amended as follows:

The term of this Contract is extended for one (1) year through December 4, 2016. If vendor has no sales for the one-year term, DIR will not extend or negotiate any extensions and the Contract will expire December 4, 2016. If the Vendor has sales and prior to the expiration date of the term, DIR and Vendor may extend the Contract upon mutual agreement, for up to the remaining two (2) additional one-year terms.

2. **Contract, Section 4. Pricing**, is hereby removed from the Contract and transitioned in its entirety to Appendix A, Standard Terms and Conditions for Services Contracts, **Section 7. Pricing, Purchase Orders, Invoices, and Payments**.
3. **Contract, Section 8. Intellectual Property Matters**, is hereby removed from the Contract and transitioned in its entirety to Appendix A, Standard Terms and Conditions for Services Contracts, **Section 4. Intellectual Property Matters**.
4. **Contract, Sections 5 - 9** are hereby re-numbered **Sections 4 – 7**.
  - A. **Section 5. DIR Administrative Fee** is re-numbered as **Section 4. Administrative Fee**;
  - B. **Section 6. Notification** is re-numbered as **Section 5. Notification**;
  - C. **Section 7. Statement of Work, Service Agreement and Shrink/Click-wrap Agreements** is re-numbered as **Section 6. Statement of Work, Service Agreement and Shrink/Click-wrap Agreements**;
  - D. **Section 9. Authorized Exceptions to Appendix A, Standard Terms and Conditions for Services Contracts** is re-numbered **Section 7. Authorized Exceptions to Appendix A, Standard Terms and Conditions for Services Contracts**.
5. **Appendix A, Standard Terms and Conditions for Services Contracts dated 8/9/13**, is hereby replaced in its entirety with **Appendix A, Standard Terms and Conditions for Services Contracts dated 09/24/15**, as attached.

All other terms and conditions of the Contract not specifically modified herein shall remain in full force and effect. In the event of a conflict among provisions, the order of precedence shall be this Amendment Number 1 and then Contract DIR-TSO-2893.

**{remainder of this page left intentionally blank}**

**IN WITNESS WHEREOF**, the parties hereby execute this Amendment Number 1 to be effective upon the date of the last signature but in all events, not later than December 4, 2015.

**ViON Corporation**

**Authorized By:** Signature on File

**Name:** Jim Davidson

**Title:** Executive Vice President

**Date:** 12/11/2015

**The State of Texas, acting by and through the Department of Information Resources**

**Authorized By:** Signature on File

**Name:** Dale Richardson

**Title:** Chief Operations Officer

**Date:** 12/22/2015

**Office of General Counsel:** DRBrown 12/18/2015