

Second Amendment to Charter

The terms and conditions of this Second Amendment to Charter ("Amendment") are incorporated fully into the Charter with an Effective Date of January 16, 2001 ("Charter") between the Defense Acquisition University ("DAU") and ESI International, Inc. ("ESI"). By signing this Amendment the parties agree that the terms and conditions of this Amendment shall control in the event of any inconsistencies between the Charter and this Amendment.

The following terms and conditions shall become effective on December 31, 2012.

The parties wish to delete section 5.1 of the Agreement and replace it with the following:

**5.1 Joint Master's Certificate.** The Parties will offer Joint Master's and Professional Certificates to DAU students in the program areas identified on <http://www.esi-intl.com/clients/dau/DAUmenu.aspx> and as agreed upon by the parties. The specific required courses that DAU students must successfully complete to obtain the Joint Master's and Professional Certificates in each of the program areas will be as set forth on <http://www.esi-intl.com/clients/dau/DAUmenu.aspx>, as updated from time to time.

All other terms and conditions of the Charter, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their respective duly authorized representatives.

ESI: *Damaré*  
By: *Damaré*  
Name: *Damaré*  
Title: *VP*  
Date: *2.12.13*

DAU: *James S. McMichael*  
By: *James S. McMichael*  
Name: *James S. McMichael*  
Title: *Acting President*  
Date: *January 17, 2013*

Authorized  
by:  
*[Signature]*