

6 October 2011

James Tanner
President
Markit On Demand
5718 Central Avenue
Boulder, Colorado 80301
USA

Dear James

Change Request 03 to Services Agreement (CON-002772)

National Australia Bank Limited, Level 3 (UB3350), 800 Bourke Street, Docklands, Victoria 3008, ABN 12 004 044 937 ("**NAB**") and Markit On Demand (previously Wall Street On Demand, Inc), a corporation incorporated in the state of Delaware, USA, with a principal place of business at 5718 Central Avenue, Boulder, Colorado 80301 ("**Service Provider**") entered into Services Agreement CON-002772 dated 8 December 2009 (**the Agreement**).

This letter is a **Change Request** in accordance with the Agreement where amendments to the Agreement are set out in this Change Request by:

- Setting out the additions to terms; or
- Identifying changes to terms as shown by underlining or strikes out.

Purpose of Change:

NAB has requested Service Provider to develop a Google Chrome Browser Extension to the Application (Browser extensions are small software programs that can modify and enhance the functionality of the Chrome browser for a user) ("**Additional Scope**"). The browser extension will include streaming news and market data based on what is permitted under NAB's licensing agreements.

The Implementation Services to be provided by the Service Provider towards design, build and implementing the Additional Scope is set out in section 1 of this Change Request.

The inclusion of the Additional Scope as part of the Application ongoing is set out in section 2 Additional Scope of this Change Request ("**Additional Scope**").

Phase	Service Provider	NAB
	<p>Additional Scope Items.</p> <ul style="list-style-type: none"> • Production support of Service Provider hosted components post launch • Monitor and provide feedback on the performance of Service Provider hosted components • Resolution of any issues relating to the functionality and performance of any Service Provider hosted components, as per the agreed Service Level Agreement between NAB and Service Provider, through a minor enhancement process 	

1.2 The Service Provider will provide the following Deliverables for the Additional Scope as follows:

As part of the Services, the Service Provider must deliver to NAB the following “Deliverables” each of which shall meet the applicable Acceptance Criteria set out below:

#	Description	Due Date	Acceptance Criteria
a	Design Phase Deliverables – as listed at Section 2 of this Change Request: <ul style="list-style-type: none"> 1. Prototypes 2. Functional specifications 	9 April 2012	Per Acceptance Criteria set out in 1.2(i) where the requirements to be addressed include those set out in Section 2 of this Change Request.
b	Development Phase Deliverables <ul style="list-style-type: none"> 1. Web development Test environment & staging to production 	9 April 2012	Per Acceptance Criteria set out in 1.2 (ii) ASP Services Deliverables
c	Deployment Phase Deliverables <ul style="list-style-type: none"> 1. Launch plan for Additional Scope and commencement as part of the ASP Service 2. Updated functional specifications 	16 April 2012	Per Acceptance Criteria set out in 1.2 (i) Documentation Deliverables
d	Launch of the Additional Scope and commencement as part of the ASP Service in accordance with the launch plan	17 April 2012	Per Acceptance Criteria set out in 1.2 (ii) ASP Services Deliverables

A copy of the project plan is attached. The plan may be amended from time to time by agreement between the Parties.

Acceptance Criteria

(i) **Documentation Deliverables** shall be subject to the following Acceptance Criteria:

- Meet or exceed the level of presentation, which may be expected of a professional organisation experienced in the performance of similar services.
- Accurately reflect the outputs of the activities performed under this Agreement.
- That the information and content is correct and factual.
- Meet the requirements as agreed at the time of specifying the Deliverable.

- (ii) **ASP Service Deliverables** shall be subject to the following Acceptance Criteria:

The Project Manager and delegates will subject the ASP Service Deliverables to acceptance testing to ensure that they:

- are successfully accessed from the NAB environment.
- meet any specifications (as updated from time to time) developed by Service Provider as part of Documentation Deliverables.

The Service Provider will perform appropriate testing prior to delivery of ASP Deliverables to NAB for Acceptance.

- (iii) If for any reason, the Service Provider is unable to meet any milestones set out in this Agreement, it must notify NAB in writing.

- 1.3 The Implementation Services set out in this Change Request will be complete when:

- (i) all Deliverables have been delivered by the Service Provider and have passed the Acceptance Criteria set out in clause **Error! Reference source not found.** of the Letter and clause 1 of the General Terms; and
- (ii) the Application has passed all required acceptance tests, and is made available by NAB to its end users in a "live" environment.

(together the "**Completion Criteria**"). Upon meeting the Completion Criteria the Additional Scope item shall be deemed to be part of the Application under the ASP Service.

2 Additional Scope

The Services to NAB as set out in the Agreement will now include the functionality set out in the Prototype and Functional Specification Deliverables accepted by NAB as set out in section 1.2 above.

3 Addition of Application Service Fees applicable to Additional Scope.

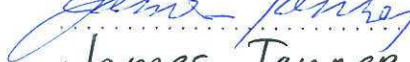
- 1.1 NAB will pay Service Provider \$20,000 USD in fees for delivery of this Additional Scope. This amount will be payable on Acceptance by NAB or 30 April 2012, whichever is earlier.
- 1.2 For the avoidance of doubt Section 9 Fees, part (b) of the Letter part of the Agreement will not be amended.

I trust that you agree with the above terms and conditions of this Agreement. Should you agree, please sign and date a copy of this Letter and return it to me.

Yours faithfully

Signature:  John M Morgan
Full name: Senior Procurement Manager
Position: IT Services & Software, NAB
National Australia Bank Limited

The Service Provider hereby agrees and accepts the terms and conditions as outlined in this Agreement in respect of the Service Provider's appointment by National as a Service Provider.

Signature:  James Tanner
Full name:
Position: Global Head, MOD
Date: 10/21/11