

Addendum

This Addendum (“**Addendum**”) is made as of the _____ day of _____, 20____ (the “**Effective Date**”) by and between ADP AdvancedMD, Inc. (“**ADP AdvancedMD**”) and _____ (“**Client**”).

This Addendum modifies and amends the terms and conditions of the Agreement between the parties, consisting of (i) the Terms of Service (as such may have been amended to date) related to Services, and (ii) and any Order Form(s) previously executed by Client, including initial Order Form No. _____.

1. Transfer of Office Key. Client hereby authorizes ADP AdvancedMD to transfer Office Key(s) _____ (including all Client Data contained therein) to _____ effective _____ (the “**Transfer Effective Date**”). Client shall remain responsible for any variable service fees incurred by Client through the end of the calendar month in which the Transfer Effective Date occurs. If Client is a Service Bureau (as such term is used in Exhibit C to the Terms of Service), Client understands that, effective on the Transfer Effective Date, Client’s access to the Hosted Programs and Third Party Services shall terminate.

2. Other Terms and Conditions. Except as specifically amended or modified by this Addendum, all other terms and conditions of the Agreement shall remain in full force and effect. The Agreement (as modified and amended by this Addendum) constitutes the entire agreement between the parties, and supersedes all prior agreements and undertakings, whether written or oral, between the parties with respect to the subject matter thereof. This Addendum shall be governed by the laws of the State of New York applicable to contracts made and wholly performed in such state.

Authorized Client Signature

ADP AdvancedMD Signature

Name

Name

Title

Title

This Addendum shall be effective as of the Effective Date when signed by an authorized representative of both parties.