

**First Amendment to Agreement**

The terms and conditions of this First Amendment to Agreement ("Amendment") are incorporated fully into the Training Agreement with an Effective Date of 12/1/2005 ("Agreement") between Defense Acquisition University Alumni Association, having its principle place of business at 2550 Huntington Ave, Suite 202, Alexandria, VA 22303 ("Client"), and ESI International, Inc. a Virginia corporation having its principle place of business at 901 North Glebe Road, Suite 200, Arlington, VA 22203 ("ESI"). By signing this Amendment, the parties agree that the terms and conditions in this Amendment shall control in the event of any inconsistencies between the Agreement and this Amendment.

The following terms and conditions shall become effective on December 1, 2006. *and shall remain in effect until Dec. 31, 2007.*

A discount for our newest program, Business Skills, is being added to the Agreement. DAU AA participants will be eligible for a 15% discount off the Business Skills Curriculum.

*WB 12/12/06*



All other terms and conditions of the Agreement shall remain the same.

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

ESI: *[Signature]*  
By: *Sue Samare*  
Title: *RVP*  
Date: *12.12.06*

Client  
By: *Bill Bahumain*  
Title: *President, DAU Alumni Assn.*  
Date: *11/29/06*

**Ratified  
by  
Legal**

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ESI: *[Signature]*  
By: *Bruce Samare*  
Title: *RVP*  
Date: *12.12.06*

Client  
By: *Bill Bahumain*  
Title: *President, DAU Alumni Assn.*  
Date: *11/29/06*

**Ratified  
by  
Legal**