

**PROJECT NUMBER 39709  
AMENDMENT # 2 TO  
MASTER SOFTWARE LICENSE AND SERVICES AGREEMENT  
FOR OFF-THE-SHELF SOFTWARE  
BETWEEN  
INTERGRAPH CORPORATION  
AND  
MISSISSIPPI DEPARTMENT OF INFORMATION TECHNOLOGY SERVICES  
AS CONTRACTING AGENT FOR THE  
AGENCIES AND INSTITUTIONS OF THE STATE OF MISSISSIPPI**

This document (hereinafter referred to as "Amendment Number 2") shall serve to amend the original Master Software License and Services Agreement for Off-the-Shelf Software executed on June 4, 2007 and amended on May 31, 2012 (hereinafter referred to as "Master Agreement"), between Intergraph Corporation, a Delaware corporation having its principal place of business at 19 Interpro Road, Madison, Alabama 35749 (hereinafter referred to as "Contractor"), and the Mississippi Department of Information Technology Services having its principal place of business at 3771 Eastwood Drive, Jackson, Mississippi 39211 (hereinafter referred to as "ITS"), as contracting agent for the governmental agencies, governing authorities, and educational institutions of the State of Mississippi (hereinafter referred to as "Customer"). ITS and Customer are sometimes collectively referred to herein as "State".

**WHEREAS**, the Master Agreement is expiring and there is insufficient time for the parties to negotiate any modifications that either party may have; and

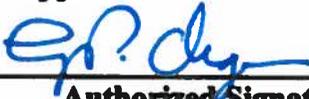
**WHEREAS**, ITS and Contractor mutually agree to enter into this short term renewal amendment in order to give both parties an opportunity to negotiate any revisions to the Master Agreement that are needed prior to entering into a subsequent long term renewal amendment;

**NOW THEREFORE**, ITS and Contractor, by entering into this Amendment Number 2, mutually agree that the following provisions shall modify the aforementioned Master Agreement:

"Article 1 "Term of Agreement" shall be and hereby is revised so as to extend the term of this Master Agreement for a period beginning September 4, 2012 and continuing through the close of business on December 31, 2012."

All other terms and conditions of the Master Agreement executed on June 4, 2007 and amended May 31, 2012, shall remain unchanged and in full force and effect.

**State of Mississippi, Department of  
Information Technology Services, on  
behalf of agencies and institutions of the State  
of Mississippi**

By:   
Authorized Signature

**Printed Name: Craig P. Orgeron, Ph.D.**

**Title: Executive Director**

**Date: September 3, 2012**

**Intergraph Corporation**

By:   
Authorized Signature

**Printed Name: Jennifer Williams**

**Title: Director**

**Date: September 3, 2012**