

If Customer terminates a Work Order for cause pursuant to **Section 6.1** of this Addendum then Customer will be entitled, as Vendor's entire liability and Customer's exclusive remedy, to recover from Vendor all amounts paid by Customer pursuant to the Work Order on account of (i) the defective Services or other products furnished by Vendor to Customer that Customer is unable to utilize effectively or completely as a result of Vendor's failure to fulfill (in a timely manner) its obligation to furnish conforming Services or to correct the Defect.

13. CONSTRUCTION

12.1 Inconsistencies. In the event of any inconsistency between the provisions of the Agreement and any Work Order, the provisions of the Work Order shall govern for purposes of such Work Order.

12.2 Survival. The provisions of this Agreement that, by their nature and content, must survive the completion, rescission, termination or expiration of this Agreement in order to achieve the fundamental purposes of this Agreement (including any licenses expressly granted to Customer by Vendor under this Agreement), shall so survive and continue to bind the Parties.

IN WITNESS WHEREOF, the Parties hereto, through their duly authorized officers, have executed this Addendum as of the Commencement Date designated above.

VENDOR:

By: *Kenneth M. Litvin*
Name: Kenneth M. Litvin
Title: Director, Global Sales Contracts
Date: (type or print)
December 6, 2004

CUSTOMER:

By: *ma*
Name: DIANE VOLLMER, DIRECTOR
Title: Technology Financial Management
Date: 12/2/04
(212) 615-9858

EMC
CONTRACTS
APPROVED
RA

Appendix D

Exhibit 1

EMC RATE CARD FOR CITIGROUP TECHNOLOGY INC.			
Role	Responsibilities	Retail Rate (Hr.)	Citigroup Rate (Hr.)
Program Manager	Responsible for ensuring consistent delivery and support for all delivery engagements. First-line Escalation point for all EMC engagements.	\$388	\$311
Sr. Project Manager	Responsible for project planning and execution of all tasks within a specified engagement as defined by the Work Order/ Statement of Work	\$313	\$251
Sr. Consultant	Utilizes technical knowledge to assist in the positioning/usage of technology within the Citigroup Account. Also provides subject matter expertise in a specific area(s) of technology, methodology or industry discipline.	\$339	\$271
Consultant	Utilizes technical knowledge to assist in the positioning/usage of technology within the Citigroup Account.	\$286	\$229
Sr. Solutions Architect	Develops the detailed design behind the solution to be implemented. Provides a technical reference to the customer and the EMC project team. Works with internal EMC resources to ensure the solution addresses all requirements mitigating business risk and highlighting areas of opportunity for operational improvement. Is able to lead a group of Solutions Architects to develop a design to be delivered. Also provides subject matter expertise in a specific area(s) of technology, methodology or industry discipline.	\$313	\$251
Solutions Architect	Develops the detailed design behind the solution to be implemented. Provides a technical reference to the customer and the EMC project team. Works with internal EMC resources to ensure the solution addresses all requirements mitigating business risk and highlighting areas of opportunity for operational improvement.	\$285	\$228
Customer Engineer	Responsible for the installation and configuration of EMC hardware product(s) within the Citigroup data centers. Coordinates troubleshooting to ensure resolution of configuration issues in a timely manner. Responsible for certifying Citigroup site readiness. Fees apply for this resource only when utilized above and beyond break/fix activity and first time installation of EMC equipment.	\$275	\$220
Regional Technical Specialist	Responsible for the configuration of EMC equipment. Fees apply for this resource only when utilized above and beyond break/fix activity and first time installation of EMC equipment.	\$275	\$220
Sr. Implementation Specialist	Performs the installation and implementation of the EMC software. Responsible for Functional Overviews to the Citigroup staff of the installed product.	\$266	\$213
Analyst	Participates in data gathering and requirement definition as well as the analysis of the current technology infrastructure. Analysts also design, code and test components of information storage systems.	\$169	\$135

Appendix D
Exhibit 2

Acknowledgment of Project Milestone

The acknowledgement of project completion is an official notice that Vendor has completed a specific project or a milestone of a project. Acknowledgement below indicates the current project (or milestone) has been satisfactorily completed by Vendor.

Customer

Citigroup Technology Inc.

Engagement ID#

Project Name

Deliverable(s) Completed

Vendor SO #

Vendor PAS #

Acknowledgement Date:

Citigroup Technology Inc. (Customer)

EMC Corporation (Vendor)

Printed Name

Printed Name

Signature

Signature

Title

Title

Date

Date

Appendix D Exhibit 3

Categories of Deliverables

Category 1

Vendor owns all Intellectual Property Rights and grants the following license to Customer for the use thereof:

Vendor hereby grants to Customer a perpetual, worldwide, irrevocable, royalty-free, non-exclusive license to (i) use, execute, reproduce, display, perform, distribute, and prepare derivative works of the Work Product and otherwise exploit the Work Product in any manner and for any purpose including the right sublicense the Work Product to any third party to do any of the foregoing.

Category 2

Work Product shall be jointly owned by and Customer and Vendor without obligation to account to the other for their use.

Category 3

Customer owns all right, title and interest in the Work Product, including all Intellectual Property Rights included therein. Vendor shall have no interest in such Work Product.

Appendix D

Exhibit 1

EMC TECHNOLOGY SERVICES RATE CARD FOR CITIGROUP TECHNOLOGY INC.

Role	Responsibilities	Daily Rate (8-hr)	
		Retail	Citigroup Rate
Program Manager	Responsible for ensuring consistent delivery and support for all delivery engagements. First-line Escalation point for all EMC engagements.	\$3,104	\$1,862
Sr. Project Manager	Responsible for project planning and execution of all tasks within a specified engagement as defined by the Work Order/ Statement of Work	\$2,504	\$1,458
Project Manager	Manage the day-to-day, on-site and off-site, activities of the Project Team. Develop the Project Timeline and ensures that schedules are observed.	\$2,280	\$1,328
Sr. Consultant	Utilizes technical knowledge to assist in the positioning/usage of technology within the Citigroup Account. Also provides subject matter expertise in a specific area(s) of technology, methodology or industry discipline.	\$2,712	\$1,579
Consultant	Utilizes technical knowledge to assist in the positioning/usage of technology within the Citigroup Account.	\$2,288	\$1,340
Sr. Solutions Architect	Develops the detailed design behind the solution to be implemented. Provides a technical reference to the customer and the EMC project team. Works with internal EMC resources to ensure the solution addresses all requirements mitigating business risk and highlighting areas of opportunity for operational improvement. Is able to lead a group of Solutions Architects to develop a design to be delivered. Also provides subject matter expertise in a specific area(s) of technology, Methodology or industry discipline.	\$2,504	\$1,458
Solutions Architect	Develops the detailed design behind the solution to be implemented. Provides a technical reference to the customer and the EMC project team. Works with internal EMC resources to ensure the solution addresses all requirements mitigating business risk and highlighting areas of opportunity for operational improvement.	\$2,280	\$1,338
Customer Engineer	Responsible for the installation and configuration of EMC hardware product(s) within the Citigroup data centers. Coordinates troubleshooting to ensure resolution of configuration issues in a timely manner. Responsible for certifying Citigroup site readiness. Fees apply for this resource only when utilized above and beyond break/fix activity and first time installation of EMC equipment.	\$2,200	\$1,281
Regional Technical Specialist	Responsible for the configuration of EMC equipment. Fees apply for this resource only when utilized above and beyond break/fix activity and first time installation of EMC equipment.	\$2,200	\$1,281
Sr. Implementation Specialist	Performs the installation and implementation of the EMC software. Responsible for Functional Overviews to the Citigroup staff of the installed product.	\$2,128	\$1,239
Analyst	Participates in data gathering and requirement definition as well as the analysis of the current technology infrastructure. Analysts also design, code and test components of information storage systems.	\$1,352	\$811

Notes:

1. These are the daily rates for a professional day: 8 hrs.

EMC CONSULTING PRICING BASELINE RATE CARD FOR CITIGROUP TECHNOLOGY INC.

Role	Responsibilities	Daily Rate (8-hr)	
		Retail	Citigroup Rate
Sr. Director	Responsible for ensuring world-class consistent service delivery and support to the large, complex, program based efforts	\$3,104	\$2,488
Director	Guide the overall strategy of a project and ensure that it is consistent with business requirements and technology strategy	\$2,968	\$2,376
Project Manager/Senior SME	Responsible for project planning and execution of all tasks within a specific project. May also project senior subject matter expertise in a given area such as business continuity, IT financial management, or other relevant project disciplines	\$2,496	\$2,168
Consultant/SME	Influence the direction of the project by leveraging their technical expertise and acting as an internal advisor to peers. Will also provide subject matter expertise in a specific area of technology, methodology, or industry discipline.	\$2,288	\$1,832
Consultant/Analyst	Participate in data gathering and requirements definition as well as the analysis of the current technology infrastructure for clients using custom and pre-packaged tools. Also design, code and test components of information storage systems for clients.	\$1,352	\$1,080

Notes:

1. These are the daily rates for a professional day: 8 hrs.

**Appendix D
Exhibit 2**

Acknowledgment of Project Milestone

The acknowledgement of project completion is an official notice that Vendor has completed a specific project or a milestone of a project. Acknowledgement below indicates the current project (or milestone) has been satisfactorily completed by Vendor.

Customer

Citigroup Technology Inc.

Engagement ID#

Project Name

Deliverable(s) Completed

Vendor SO #

Vendor PAS #

Acknowledgement Date:

Citigroup Technology Inc. (Customer)

EMC Corporation (Vendor)

Printed Name

Printed Name

Signature

Signature

Title

Title

Date

Date

Appendix D

Exhibit 3

Categories of Deliverables

Category 1

Vendor owns all Intellectual Property Rights and grants the following license to Customer for the use thereof:

Vendor hereby grants to Customer a perpetual, worldwide, irrevocable, royalty-free, non-exclusive license to (i) use, execute, reproduce, display, perform, distribute, and prepare derivative works of the Work Product and otherwise exploit the Work Product in any manner and for any purpose including the right sublicense the Work Product to any third party to do any of the foregoing.

Category 2

Work Product shall be jointly owned by and Customer and Vendor without obligation to account to the other for their use.

Category 3

Customer owns all right, title and interest in the Work Product, including all Intellectual Property Rights included therein. Vendor shall have no interest in such Work Product.