

FIRST AMENDMENT TO THE PACIFICORP SERVICE AGREEMENT

This First Amendment to the PacifiCorp Services Agreement dated February 19, 2009, (the "Agreement") is entered into by and between **PACIFICORP** ("PacifiCorp") and **Rivermine, Inc.** ("Rivermine") and shall be effective on February 19, 2009 ("Amendment Effective Date").

The Parties agree as follows:

On or about the 5th day of August, 2008 the Parties executed the Agreement and are now proposing to amend and restate Exhibit A only as follows:

Exhibit A Services and Fee Schedule:

II Fees and scope:

1. Per **Change Order Request #1** – Implement Wireless Store Portal instead of CELLector. Add and test support eligibility pricing and proxy ordering within wireless store portal.
Additional one-time fee - \$4,000.00
2. Per **Change Order Request #2** – Create new circuit / service type templates, configure existing circuit / service type templates per requirements and create custom audit rule configurations.
Additional one-time fee - \$7,200.00
3. Per **Change Order Request #3** – Install and test AT&T Billing Edge OneNet Invoice Reader, Configure Century Tel EDI Invoice Reader and Configure Embarq EDI Invoice Reader. Additional one-time fee - \$6,760.00

Monthly Recurring Fee of \$360 starting the first month of full go-live production of these new invoice readers and continuing for the remainder of the Term to cover Services contemplated in the Change Request Order # 3 attached hereto.

Professionals Services and Managed shall be provided and paid as set forth in the Change Request Order.

Each Change Order Request is attached hereto.


All other terms of the Agreement except as specifically set forth herein above shall remain in full force and effect

Agreed and accepted:

PACIFICORP

Rivermine Software, Inc

By:  _____

 _____

Print Name: Terry Payne

Stephen J. Sincavage

Title: Mng Dirctr, Enterprise Sys

CEO

Date: 2-19-2009

2/26/09



Change Order Request #1

PacifiCorp has requested that Rivermine implement the Wireless Store Portal instead of CELLector as originally defined in the Rivermine Professional Services Statement of Work (SOW) effectively signed on 08/05/2008. The Wireless Store Portal will be implemented with standard functionality except for two additional features requested specifically by PacifiCorp: (1) Support Eligibility Pricing and, (2) Proxy Ordering.

The new requirements are defined in the table below:

#	Requirements	Scope	Est. Hr.	Est. \$
1	Build in Support Eligibility Pricing & Proxy Ordering within Wireless Store Portal	<ul style="list-style-type: none">• Rivermine Engineering to add the Support Eligibility pricing functionality to the Wireless Store Portal• Rivermine Engineering to add the proxy ordering functionality to the Wireless Store Portal• Rivermine Quality Assurance to test that the new functionality works as designed	48	\$4,000

Project Impact Assessment

All Services related to this Change Request shall be performed on a fixed cost basis for a total of US \$4,000. This estimate is based on the information that Rivermine acquired during meetings and discussions with Customer and Rivermine's experience in delivering similar requests.

Developing this new report will increase the budget by \$4,000 and budgeted hours will increase by 48 hours. \$4,000 will be added on to the original cost estimate stated in the SOW.

	FROM	TO
Revised Budgeted Hours*	434	482
Revised Cost Estimate:	\$92,200	\$96,200

* Excludes training which is billed at a daily rate

New objectives, and/or requirements and/or new discoveries identified during this engagement will be reviewed by Rivermine to determine the impact to the project scope. If changes are required, they will be filtered through to Customer for approval using the Change Control Process.




Change Request Sign-Off

The Parties agree to the above terms and have executed this Change Control as of the date(s) set forth below.

PACIFICORP

RIVERMINE

By (Signature): 

By (Signature): 

Name (Printed): Terry Payne

Name (Printed): Stephen J. Sincavage

Title: Mng. Dirct. Enterprise Sys.

Title: CFO


Date: 2-19-2009

Date: 2/26/09


Change Order Request #2

PacifiCorp has requested that Rivermine configure the base circuit/service templates to reflect new customer specific requirement. This request is new is currently above and beyond the original scope defined in the Rivermine Professional Services Statement of Work (SOW) effectively signed on 08/05/2008. The new configuration requirements are broadly identified in three categories: (1) Create new circuit/service type templates, (2) Configure existing circuit/service type templates per customer specific requirements, and (3) Create new custom audit rules.

The new requirements are defined in the table below:

#	Requirements	Scope	Est. Hr.	Est. \$
1	Create new circuit/service type templates	<ul style="list-style-type: none"> • Rivermine will configure new circuit/service type templates per the requirements defined in the attached spreadsheet. The following points reflect which new circuit/service types being configured: <ul style="list-style-type: none"> ○ Analog Trunk ○ Remote Call Forward ○ VG36 MULTI-POINT (more than 2 locations) ○ Internet Circuit Unreg ○ Geomax Ethernet ○ Voice Grade Circuit  Order and Inventory Templat	12	\$2,160
2	Configure existing circuit/service type templates per customer specific requirements	<ul style="list-style-type: none"> • Rivermine will add new fields to the out of box circuit/service types. <ul style="list-style-type: none"> ○ On the T1 template for Qwest, default LPC to QC. Add a checkbox for QCC ○ New fields to be added to the following Service types (New fields outlined in the attached spreadsheet): <ul style="list-style-type: none"> ○ DDS ○ Internet ○ Frame Relay ○ POTS / Voice Circuit ○ OCx: Channelized ○ OCx: Point-to-Point ○ T1: Channelized ○ T1: Point-to-Point ○ T3: Channelized ○ T3: Point-to-Point ○ Toll Free ○ Long Distance ○ Calling Card ○ MPLS ○ ISDN BRI ○ ISDN PRI 	16	\$2,880



#	Requirements	Scope	Est. Hr.	Est. \$
		 Order and Inventory Template		
3	Create custom audit rule configurations	<ul style="list-style-type: none"> Rivermine will create a custom audit rule (exception) if there are adjustments on an invoice Rivermine will create a custom audit rule (exception) if there are late charges on the summary level of an invoice (LPC's). PacifiCorp needs to code these charges to a specific cost center 	12	\$2,160

Project Impact Assessment

All Services related to this Change Request shall be performed on a time and materials basis for an estimated total of US \$7,200. Services are estimated and billed on an hourly basis (\$180/hr). This estimate is based on the information that Rivermine acquired during meetings and discussions with Customer and Rivermine's experience in delivering similar requests.

These new configurations will increase the budget by \$7,200 and budgeted hours will increase by 40 hours.

	FROM	TO
Revised Budgeted Hours*	482	522
Revised Cost Estimate:	\$96,200	\$103,400

* Excludes training which is billed at a daily rate

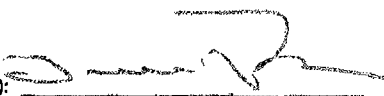
New objectives, and/or requirements and/or new discoveries identified during this engagement will be reviewed by Rivermine to determine the impact to the project scope. If changes are required, they will be filtered through to Customer for approval using the Change Control Process.

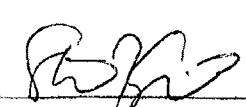
Change Request Sign-Off

The Parties agree to the above terms and have executed this Change Control as of the date(s) set forth below.

PACIFICORP

RIVERMINE

By (Signature): 
 Name (Printed): Terry Payne
 Title: Mng Dir. IT
 Date: Jan 15, 2009

By (Signature): 
 Name (Printed): Stephen J. Sincavage
 Title: CFO
 Date: 1/16/09

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 SUITE 350 SOUTH
 FAIRFAX, VIRGINIA 22033
 PH 703.995.6000
 FX 703.995.6050



Change Order Request #3

PacifiCorp has requested that Rivermine configure three additional invoice readers above and beyond the invoice readers listed in the Rivermine Professional Services Statement of Work (SOW) effectively signed on 08/05/2008. Rivermine will install and test the first supported reader at no charge while the remaining two invoice readers will be provided on a time and material basis. The three invoice readers identified are: (1) AT&T Billing Edge OneNet, (2) CenturyTel EDI and (3) Embarq EDI

The new requirements are defined in the table below:

#	Requirements	Scope	Est. Hr.	Est. \$
1	Configure AT&T Billing Edge OneNet Invoice Reader	<ul style="list-style-type: none"> Rivermine will configure AT&T Billing Edge OneNet Invoice Reader Rivermine will test AT&T Billing Edge OneNet Invoice Reader Monthly Load invoices from AT&T OneNet CD 	16	Included in the implementation fee
2	Configure Century Tel EDI Invoice Reader	<ul style="list-style-type: none"> Rivermine will configure Century Tel EDI Invoice Reader One time EDI setup fee of \$500 Rivermine will test Century Tel EDI Invoice Reader 	16	\$3,380*
3	Configure Embarq EDI Invoice Reader	<ul style="list-style-type: none"> Rivermine will configure Embarq EDI Invoice Reader One time EDI setup fee of \$500 Rivermine will test Embarq EDI Invoice Reader 	16	\$3,380*

*This includes the \$500 one time EDI Setup fee

Project Impact Assessment

All Services related to this Change Request shall be performed on a time and materials basis for an estimated total of US \$6,760. Services are estimated and billed on an hourly basis (\$180/hr). This estimate is based on the information that Rivermine acquired during meetings and discussions with Customer and Rivermine's experience in delivering similar requests.

These new configurations will increase the budget by \$6,760 and budgeted hours will increase by 32 hours.

	FROM	TO
Revised Budgeted Hours*	522	554
Revised Cost Estimate:	\$103,400	\$110,160

* Excludes training which is billed at a daily rate

New objectives, and/or requirements and/or new discoveries identified during this engagement will be reviewed by Rivermine to determine the impact to the project scope. If changes are required, they will be filtered through to Customer for approval using the Change Control Process.



Change Request Sign-Off

The Parties agree to the above terms and have executed this Change Control as of the date(s) set forth below.

PACIFICORP

RIVERMINE

By (Signature): 

By (Signature): 

Name (Printed): Terry Payne

Name (Printed): Stephen J. Sincere

Title: Mng Direct. Enterprise Sys.

Title: CFO

Date: 2-19-2009

Date: 2/26/09