

DECEMBER 1, 2009

THIRD AMENDMENT TO

MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT

among

FMR LLC, STRATEGIC ADVISERS, INC., AND FIDELITY BROKERAGE  
SERVICES LLC

and

DELAWARE COLLEGE INVESTMENT BOARD  
ACTING AS TRUSTEES OF THE  
DELAWARE QUALIFIED TUITION SAVINGS PLAN TRUST

WHEREAS, the parties desire to enable Fidelity to subcontract the performance of certain Services to an unaffiliated third-party vendor and update the legal name of a Fidelity entity that is party to the Management and Administrative Services Agreement (the "Agreement");

WHEREAS, the parties now desire to amend said Agreement as provided for in Section 9.10 thereof;

NOW THEREFORE, in consideration of the above premises, the parties hereby amend the Agreement as follows:

I. Unless otherwise noted, defined terms used herein have the same meaning ascribed to them in the Agreement.

II. Section 1.4 is deleted and replaced with the following:

Except for the Services set forth in Schedule A attached hereto, Fidelity shall perform all administrative and record-keeping services necessary to carry out the purposes of the Plan, including, but not limited to, the following: (1) maintaining records showing account balances, contributions, investments, tax basis, etc.; (2) tax reporting services, including the furnishing of required information to Plan contributors and beneficiaries, the Internal Revenue Service and state tax authorities; (3) collecting from each account all required fees, including the initial application fee, and all daily and annual charges, and disbursing that portion of such collected fees as is payable to the Trust pursuant to this Agreement or the investment management contract required by paragraph 1.2 hereof to appropriate accounts as may be designated by the Trustees from time to time; and (4) maintaining compliance of the Plan with all applicable state and

federal laws and regulations, including but not limited to filing any applications, statements or notices as the case may be with any federal or state governmental authority.

III. Section 1.5 is deleted and replaced with the following:

Except for the Services set forth in Schedule A attached hereto, the performance of the Services shall be carried out by employees of Fidelity. Fidelity shall at its own expense provide all personnel necessary to perform the Services. Fidelity warrants that all personnel engaged in the Services shall be qualified to perform the Services, and shall be properly licensed and otherwise authorized to do so under all applicable laws. Fidelity shall not hire, and shall permit no subcontractor or other person, firm or corporation with whom it is engaged in a combined effort to perform the Services, to hire any person who is a State officer or employee, elected or appointed. Notwithstanding anything in this Agreement to the contrary, Fidelity may subcontract with other companies in the Fidelity Investments group of companies or with unaffiliated third-party vendors to provide services that will enable it to perform the Services described in paragraphs 1.3 or 1.4 or may otherwise utilize the employees of such Fidelity companies or unaffiliated third-party vendors. The entering into of any such contract shall not absolve Fidelity of any of its liabilities or responsibilities under this Agreement.

IV. FMR Corp merged with and into FMR LLC, a Delaware LLC, effective October 1, 2007. Any former references to FMR Corp shall now be replaced with FMR LLC.

V. Schedule A is hereby added to this Agreement

This Amendment is effective as of December 1, 2009.

IN WITNESS WHEREOF, the parties have set their hands as of the 1<sup>st</sup> day of December 2009


DELAWARE COLLEGE INVESTMENT BOARD

By:

  
Jose Echeverri

Chairperson, Delaware College Investment Board

FIDELITY BROKERAGE SERVICES LLC


By:   
James C. Burton  
President

Acknowledgement: State of Rhode Island, County of Providence

On November 12, 2009, before the undersigned officer, personally appeared the person identified above, or satisfactorily proven to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

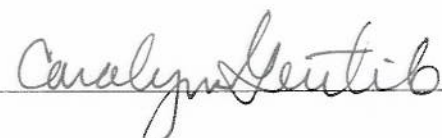
Signature of Notary Public:   
(seal)

FMR LLC

By:   
J. Gregory Wass  
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 23, 2009, before the undersigned officer, personally appeared the person identified above, or satisfactorily proven to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.


Signature of Notary Public:   
(seal)



CAROLYN M. GENTILE  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
January 16, 2015

STRATEGIC ADVISERS, INC

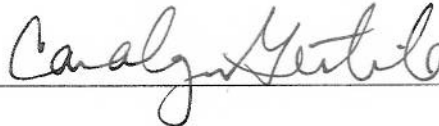
By:

  
J. Gregory Wass  
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 23rd, 2009, before the undersigned officer, personally appeared the person identified above, or satisfactorily proven to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public:  
(seal)





CAROLYN M. GENTILE  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
January 16, 2015

## SCHEDULE A

### SUBCONTRACTORS

Pursuant to Sections 1.4 and 1.5 of the Management and Administrative Services Agreement, as amended, the Trustees hereby approve the following entities as subcontractors:

- CheckFree Services Corporation (CheckFree Services Corporation will provide services including but not limited to payment processing and payment data transmissions for Fidelity's 529 online distribution functionality).

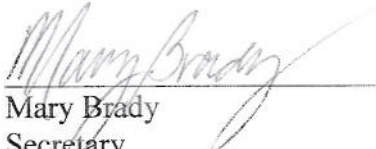
CERTIFICATE OF AUTHORITY  
Strategic Advisers, Inc.  
(the "Company")

In connection with the December 1, 2009 Amendment to Management and  
Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, and Strategic Advisers, Inc.  
and  
the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Amendment")

I, Mary Brady, Secretary of Strategic Advisers, Inc. (the "Company"), do hereby certify that J. Gregory Wass is the duly elected, appointed and qualified Assistant Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Amendment, is duly authorized to sign the Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11-23-09

  
\_\_\_\_\_  
Mary Brady  
Secretary

CERTIFICATE OF AUTHORITY  
FMR LLC  
(the "Company")

In connection with the December 1, 2009 Amendment to Management and  
Administrative Services Agreement

Among

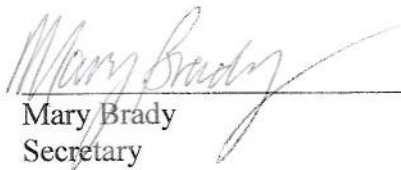
FMR LLC, Fidelity Brokerage Services LLC, and Strategic Advisers, Inc.  
and

the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Amendment")

I, Mary Brady, Secretary of FMR LLC (the "Company"), do hereby certify that J. Gregory Wass is the duly elected, appointed and qualified Assistant Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Amendment, is duly authorized to sign the Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11-23-09

  
\_\_\_\_\_  
Mary Brady  
Secretary

CERTIFICATE OF AUTHORITY  
Fidelity Brokerage Services LLC  
(the "Company")

In connection with the December 1, 2009 Amendment to Management and  
Administrative Services Agreement

Among

FMR LLC, Fidelity Brokerage Services LLC, and Strategic Advisers, Inc.

and

the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Amendment")

I, Mary Brady, Assistant Secretary of Fidelity Brokerage Services LLC (the "Company"), do hereby certify that James C. Burton is the duly elected, appointed and qualified President of the Company, is acting as such officer of the Company at the time of the signing of the Amendment, is duly authorized to sign the Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11-23-09

  
Mary Brady  
Assistant Secretary