

AUGUST 9, 2011

FIFTH 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 extend the contract term;

WHEREAS, the parties now desire to amend said Management and
Administrative Services Agreement (the "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 7.2 is deleted and replaced with the following:

Term. This Agreement shall remain in effect for a term ending on December 31,
2018 (the "Initial Term").

This Amendment is effective as of August 9, 2011.

IN WITNESS WHEREOF

DELAWARE COLLEGE INVESTMENT BOARD

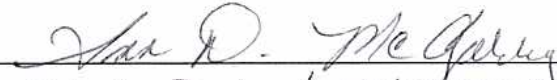
By: 
Jose Echeverri
Chairperson, Delaware College Investment Board

FIDELITY BROKERAGE SERVICES LLC

By: 
James C. Burton
President

Acknowledgement: State of Rhode Island County of Providence

On September 29, 2011, 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) Rhode Island Notary 36528
Expires 3/2/2013


ANN D. McGARRY

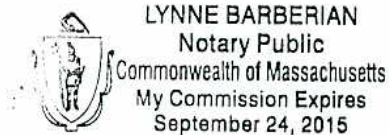
FMR LLC

By: 
Steven F. Schiffman
Treasurer

Acknowledgement: State of Massachusetts County of Suffolk

On September 14, 2011, 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)

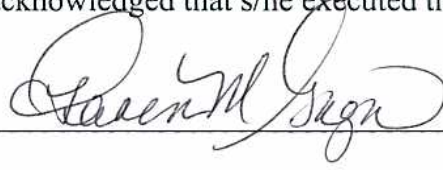


STRATEGIC ADVISERS, INC

By: 
Howard Galligan
Chief Operating Officer

Acknowledgement: State of Massachusetts County of Hillsborough

On September 20, 2011, 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)

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

In connection with the August 9, 2011 Amendment to Management and Administrative
Services Agreement

Among

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

and

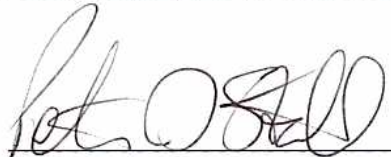
the Trustees of the Delaware Qualified Tuition Savings Plan Trust

(the "Amendment")

I, Peter D. Stahl, 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: _____

A handwritten signature in black ink, appearing to read 'Peter D. Stahl', written over a horizontal line.

Peter D. Stahl
Assistant Secretary

CERTIFICATE OF AUTHORITY
FMR LLC
(the "Company")

In connection with the August 9, 2011 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, Peter D. Stahl, Assistant Secretary of FMR LLC (the "Company"), do hereby certify that Steven F. Schiffman is the duly elected, appointed and qualified 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 Amendment on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Amendment.

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

Date: _____

A handwritten signature in black ink, appearing to read 'P. Stahl', is written over a horizontal line.

Peter D. Stahl
Assistant Secretary

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

In connection with the August 9, 2011 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, Peter D. Stahl, Assistant Secretary of Strategic Advisers, Inc. (the "Company"), do hereby certify that Howard Galligan is the duly elected, appointed and qualified Chief Operating Officer 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 Amendment on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Amendment.

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

Date: _____

A handwritten signature in dark ink, appearing to read "Peter D. Stahl", written over a horizontal line.

Peter D. Stahl
Assistant Secretary