

**SEVENTH AMENDMENT TO  
MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT**

**among**

**FMR LLC, FMR CO., INC., AND FIDELITY BROKERAGE SERVICES LLC**

**and**

**THE TRUSTEES OF THE  
DELAWARE QUALIFIED TUITION SAVINGS PLAN TRUST**

**THIS AMENDMENT** is dated and effective October 11, 2016 and made a part of the Management and Administrative Services Agreement dated April 16, 1998 between FMR LLC, FMR CO, Inc., Fidelity Brokerage Services LLC and the Trustees of the Delaware Qualified Tuition Savings Trust (the "Agreement") dated April 16, 1998.

**WHEREAS**, the administration, oversight, and fiduciary responsibilities for the Delaware College Investment Plan, a qualified tuition plan held in the Delaware Qualified Tuition Savings Trust, has transferred from the Delaware College Investment Board to the newly created Plans Management Board (the "Plans Management Board"), pursuant to 80 Del. Laws ch. 295, as codified at Delaware Code, Title 29, Sections 3483 through 3485;

**WHEREAS**, the Parties agree that the Agreement should acknowledge and reflect this legislative and statutory change and that the Agreement should be amended accordingly; and

**WHEREAS**, the Agreement may be further amended by the Parties, pursuant to Section 9.13 thereof;

**NOW THEREFORE**, in consideration of the above premises, the parties hereby amend the Agreement, effective October 11, 2016, as follows:

1. Unless otherwise noted, defined terms used herein have the same meaning ascribed to them in the Agreement.
2. All references to the term "Delaware College Investment Board" in the Agreement are deleted in their entirety and replaced with the term "Plans Management Board".
3. The Amendment constitutes the Parties' express written agreement, pursuant to Section 9.13 of the Agreement, to modify the Agreement.

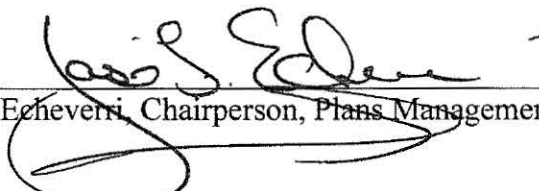
4. No other terms or conditions of the Agreement shall be negated or amended by this Amendment, and to the extent any of the terms or conditions contained herein may contradict or conflict with any of the terms and conditions of the Agreement, it is expressly understood and agreed that the terms of the Amendment shall take precedent and supersede the Agreement.

**IN WITNESS WHEREOF**, the Parties have caused this Amendment to be duly executed as of the date first stated above.

**PLANS MANAGEMENT BOARD**


**As Trustees of the DELAWARE QUALIFIED TUITION SAVINGS PLAN TRUST**

By:

  
Jose Echeverri, Chairperson, Plans Management Board

**FIDELITY BROKERAGE SERVICES LLC**

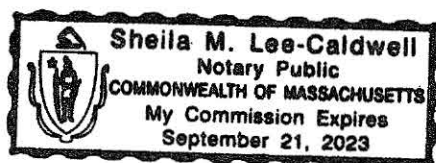
By:

  
Sriram Subramaniam, President

State of Massachusetts, County of Suffolk

On October 14, 2016, 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.

Notary Public: Sheila M. Lee-Caldwell (seal)  
(seal)



**FMR LLC**

By: Steven F. Schiffman  
Steven F. Schiffman  
Treasurer

State of Massachusetts County of Suffolk

On October 17, 2016, 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.

Notary Public: John Myette (seal)

**FMR CO., INC.**

By: Steven F. Schiffman  
Steven F. Schiffman  
Assistant Treasurer

State of Massachusetts County of Suffolk

On October 17, 2016, 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.

Notary Public: John Myette (seal)

CERTIFICATE OF AUTHORITY


FMR LLC  
(the "Company")

In connection with the October 11, 2016 Amendment to  
Management and Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, and FMR Co., Inc.  
and  
the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Amendment")

I, Peter D. Stahl, 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: October 11, 2016

  
Peter D. Stahl  
Secretary

CERTIFICATE OF AUTHORITY

FMR Co., Inc.  
(the "Company")

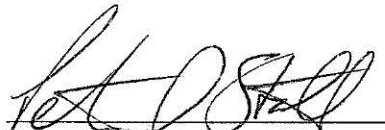
In connection with the October 11, 2016 Amendment to  
Management and Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, and FMR Co., Inc.  
and  
the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Amendment")

I, Peter D. Stahl, Assistant Secretary of FMR Co., Inc. (the "Company"), do hereby certify that Steven F. Schiffman 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 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:

October 11, 2016



Peter D. Stahl  
Assistant Secretary

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

In connection with the October 11, 2016 Amendment to  
Management and Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, and FMR Co., 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 Sriram Subramaniam 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 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: October 11, 2016

  
Peter D. Stahl  
Assistant Secretary