

## FORM OF NOVATION AGREEMENT OF MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT

This Novation Agreement is entered into this 1<sup>st</sup> day of January, 2016 by and among STRATEGIC ADVISERS, INC ("SAI"), a Massachusetts corporation, FMR LLC ("FMR"), a Delaware limited liability company, FIDELITY BROKERAGE SERVICES LLC ("FBS"), a Delaware limited liability company, FMR CO., INC. ("FMR Co., Inc."), a Massachusetts corporation, and the DELAWARE QUALIFIED TUITION SAVINGS BOARD (the "Trustees"), acting as Trustees of the Delaware Qualified Tuition Savings Plan Trust.

WHEREAS, the Trustees and FMR, SAI, and FBS have entered into a Management and Administrative Services Agreement (the "Management Agreement") on April 16, 1998, and subsequently amended, under which the Trustees appointed FMR, SAI, and FBS to perform all services necessary to implement the marketing, administration, investment management and record-keeping aspects of the Delaware Qualified College Tuition Savings Program (the "Delaware Plan");

WHEREAS, the Trustees and SAI have entered into a separate investment management agreement under which the Trustees appointed SAI to provide investment management services to the Delaware Plan;

WHEREAS, FMR, SAI, FBS, and FMR Co., Inc. represent that each is a corporation duly organized, validly existing, in good standing under the laws of the jurisdiction under whose laws it is organized, and in a position to fully perform any and all obligations that may exist under this Novation Agreement;

WHEREAS, FBS represents and warrants that it is a broker-dealer registered as such with the U.S. Securities and Exchange Commission and the various states;

WHEREAS, SAI and FMR, Co., Inc. represent and warrant that each is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, with the U.S. Securities and Exchange Commission

WHEREAS SAI, FBS, FMR, FMR Co., Inc. and the Trustees desire that FMR Co., Inc. be substituted for SAI as the investment adviser for the Delaware Plan, and


WHEREAS SAI desires to effect a novation of the Management Agreement so that FMR Co., Inc. is substituted for SAI as a party to such Management Agreement and SAI is released from its obligations under such Management Agreement, FMR Co., Inc. desires to accept the novation thereof, and FBS, FMR, and the Trustees desire to consent to such novation.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

Novation and Acceptance. Subject to the terms and conditions contained herein, SAI hereby affects a novation of the Management Agreement to substitute FMR Co., Inc. for SAI as a party to such Management Agreement, FMR, FBS, and the Trustees hereby consent to such novation and hereby

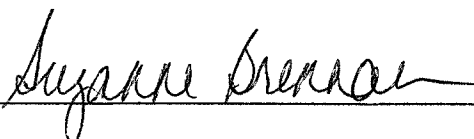
THE CHAIRPERSON of the DELAWARE QUALIFIED TUITION SAVINGS BOARD acting on behalf of the Trustees of THE DELAWARE QUALIFIED TUITION SAVINGS PLAN TRUST

By:

  
\_\_\_\_\_  
Jose Echeverri  
Chair of the Delaware Qualified Tuition Savings Board

STRATEGIC ADVISERS, INC.

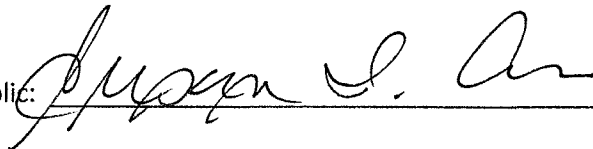
By:

  
\_\_\_\_\_  
Suzanne Brennan  
Chief Operating Officer

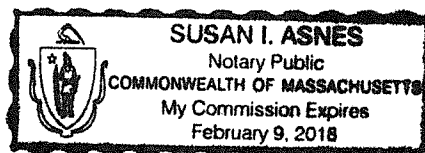
Acknowledgement: State of MASS., County of Suffolk

On Dec. 22, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided 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: Dr. F. Schiff

Steven F. Schiffman  
Treasurer

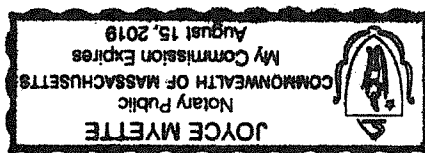
Acknowledgement: State of Massachusetts, County of Suffolk

On December 17, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided 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: Joyce Myette

(seal)

FMR CO., INC.



By: Dr. F. Schiff

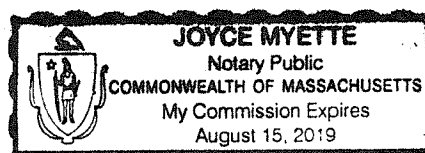
Steven F. Schiffman  
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk


On December 17, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided 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: Joyce Myette

(seal)

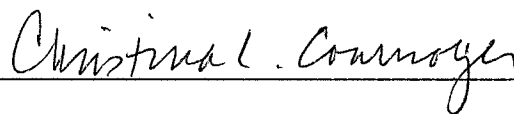


FIDELITY BROKERAGE SERVICES LLC

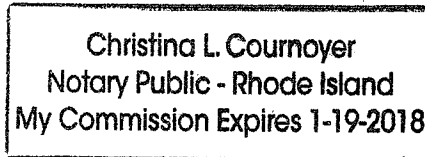
By:   
Sriram Subramaniam  
President

Acknowledgement: State of Rhode Island, County of Providence

On 12/14, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided 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  
FMR LLC  
(the "Company")

In connection with the January 1, 2016 Novation Agreement of the Management and  
Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc., and Strategic Advisers, Inc.  
and  
the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Novation Agreement")

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 Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

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

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Peter D. Stahl  
Secretary

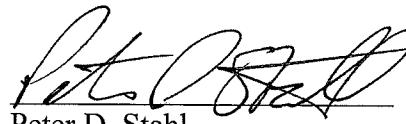
CERTIFICATE OF AUTHORITY  
Strategic Advisers, Inc.  
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Management and  
Administrative Services Agreement  
Among  
FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc., and Strategic Advisers, Inc.  
and  
the Trustees of the Delaware Qualified Tuition Savings Plan Trust  
(the "Novation Agreement")

I, Peter D. Stahl, Secretary of Strategic Advisers, Inc. (the "Company"), do hereby certify that Suzanne Brennan 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 Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

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

Date: \_\_\_\_\_

  
Peter D. Stahl  
Secretary

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

In connection with the January 1, 2016 Novation Agreement to the Management and  
Administrative Services Agreement

Among

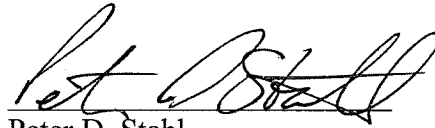
FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc., and Strategic Advisers, Inc.  
and

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

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 Novation Agreement, is duly authorized to sign the Novation Agreement on behalf  
of the Company, and is empowered to bind the Company to the terms and conditions of the  
Novation Agreement.

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

Date: \_\_\_\_\_



Peter D. Stahl  
Assistant Secretary

CERTIFICATE OF AUTHORITY  
FMR CO., INC.  
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Management and  
Administrative Services Agreement

Among

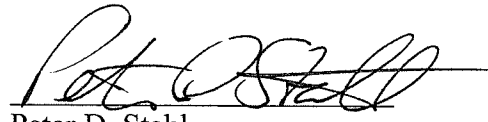
FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc., and Strategic Advisers, Inc.  
and

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

I, Peter D. Stahl, Assistant Secretary of FMR Co., Inc. (the "Company"), do hereby  
certify that Steven F. Schiffman 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 Novation  
Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is  
empowered to bind the Company to the terms and conditions of the Novation Agreement.

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

Date: \_\_\_\_\_

  
Peter D. Stahl  
Assistant Secretary