

FORM OF NOVATION AGREEMENT OF THE MANAGEMENT AND ADMINISTRATION AGREEMENT

This Novation Agreement is entered into this 15th day of March, 2016 by and among STRATEGIC ADVISERS, INC ("SAI"), a Massachusetts corporation, FIDELITY BROKERAGE SERVICES LLC ("FBS"), a Delaware limited liability company, and FMR CO., INC. ("FMR Co., Inc."), a Massachusetts corporation.

WHEREAS, SAI, FBS, and FMR LLC ("FMR") have entered into the Delaware Qualified College Tuition Savings Program Management and Administrative Services Agreement (the "MAS Agreement") with the Delaware Qualified Tuition Savings Board, acting as Trustees of the Delaware Qualified Tuition Savings Plan Trust (the "Trustees"), dated April 16, 1998, as amended and restated from time to time. Under the MAS Agreement, the Trustees appoint SAI, FMR, and FBS and its affiliates to provide all services necessary to implement the marketing, investment management, administration, underwriting, and record-keeping aspects of the Delaware College Investment Plan (the "Delaware Plan"). The MAS Agreement permits SAI, FMR, and FBS to subcontract with affiliated and unaffiliated parties to provide services that will enable them to perform the services described under the MAS Agreement. With the exception of the Bank Deposit Portfolio investment option, the MAS Agreement states that the only payment Fidelity entities receive for these services is the compensation SAI receives as set forth in the terms of a separate Investment Management Agreement between SAI and the Trustees;

WHEREAS, SAI and the Trustees have entered into a separate Investment Management Agreement (the "IMA") dated April 16, 1998, as amended and restated from time to time, under which the Trustees appoint SAI, a registered investment adviser, to provide investment management services to the Delaware Plan. Pursuant to the IMA, the Trustees compensate SAI for the performance of its investment management duties under the IMA. The compensation is a daily charge by the Trust against the assets of each Delaware Plan Portfolio. The compensation SAI receives for such services is set forth in the IMA;

WHEREAS, SAI and FBS have entered into a separate Management and Administration Agreement (the "Management Administration Agreement") under which SAI agrees to pay a portion of the compensation SAI receives from the Trustees to FBS for the management and administrative services FBS provides to the Delaware Plan. The terms of such compensation structure are set forth in the separate Management Administration Agreement;

WHEREAS, 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, and

WHEREAS, SAI desires to effect a novation of the Management Administration Agreement so that FMR Co., Inc. is substituted for SAI as a party to such Management Administration Agreement and SAI is released from its obligations under such Management Administration Agreement; FMR Co., Inc. desires to accept the novation thereof; and FBS desires 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 effects a novation of the Management Administration Agreement to substitute FMR Co., Inc. for SAI as a party to such Management Administration Agreement; FBS hereby consents to such novation and hereby releases SAI from all of its duties and obligations under the Management Administration Agreement; and FMR Co., Inc. hereby accepts the novation and releases SAI from all of its duties and obligations under the Management Administration Agreement and assumes all rights, duties, and obligations of SAI under such Management Administration Agreement.

Term. The Novation Agreement shall become effective as of the date hereof and shall extend for so long as the terms specified in Sections 7.2 and 7.3 of the MAS Agreement are satisfied or until terminated in accordance with Section 10 of the Management Administration Agreement.

No Termination. The parties agree that the Novation Agreement shall not constitute an assignment of the Management Administration Agreement for purposes of Section 11 of the Management Administration Agreement, and that the Management Administration Agreement, as so novated, shall remain in full force and effect after this novation.

Technical Amendment. The parties agree that all references in the Management Administration Agreement to SAI shall hereby be changed to FMR Co, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Novation Agreement to be executed as of the day and year first written above.

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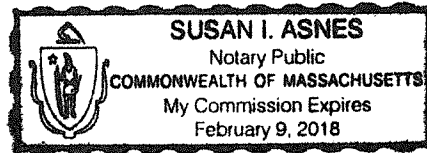
STRATEGIC ADVISERS, INC.

By: Suzanne Brennan
Suzanne Brennan
Chief Operating Officer

Acknowledgement: State of Mass., County of Suffolk
On March 6, 2016, 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: [Signature]

(seal)



FMR CO., INC.

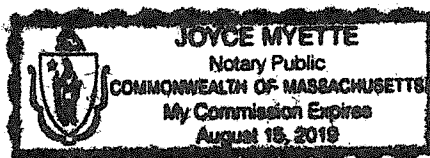
By: Steven F. Schiffman
Steven F. Schiffman
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk


On February 18, 2016, 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)

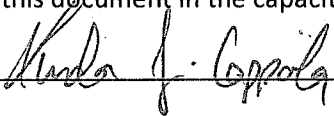


FIDELITY BROKERAGE SERVICES LLC

By: 
Sriram Subramaniam
President

Acknowledgement: State of Rhode Island, County of Providence

On March 10, 2016, 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)

