

LETTER OF INTENT AND APPOINTMENT

BETWEEN THE CAPILANO STUDENTS' UNION (THE "CSU") AND QUÉBEC STUDENT HEALTH ALLIANCE INC. (HEREIN "STUDENTCARE.NET/WORKS")

This letter serves to appoint studentcare.net/works as the exclusive agent and broker of record for the development of a student group health and dental plan (the "Plan"). This letter replaces any previous agent of record authorization issued by the CSU.

The CSU and studentcare.net/works agree that their relationship will be governed by mutual good faith, trust and respect and in furtherance of the goals and interests of CSU members. Each party agrees to act ethically, reasonably, and professionally towards the other.

In consideration for this appointment, studentcare.net/works will immediately begin providing resources in preparation for the referendum and implementation period at no cost to the CSU, including but not limited to; membership engagement strategies and surveys, benefit advice, competitive marketing and quotation process with insurers, communication and awareness campaign materials and advice, and in-person staff resources as required, and all other support as outlined in the successful applicants proposal.


Any services as may be mutually agreed and rendered prior to the launch of the Plan are provided as a gesture of good faith in building a strong foundation, and long-term relationship for the benefit of CSU members.

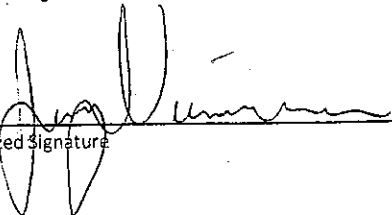
In the event of a successful referendum to implement a student health and dental plan, the terms and conditions of the brokerage and service arrangements shall be mutually agreed upon by the CSU and studentcare.net/works, and detailed in an agreement between the two parties.

This agreement is non-binding. If the parties fail to agree upon the terms of the brokerage and service agreements, the CSU reserves the right to terminate its relationship with studentcare.net/works as outlined in the conditions of the request for proposals.

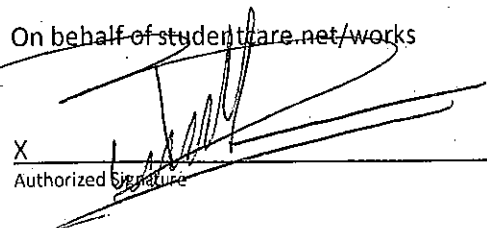
Agreed to this 7th day of March, 2011

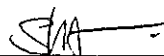
On behalf of the Capilano Students' Union

X 
Authorized Signature

X 
Authorized Signature

On behalf of studentcare.net/works

X 
Authorized Signature

X 
Authorized Signature