

## **SCHEDULE Q**

### **EXIT RIGHTS**

As of the end of a Termination Assistance Period:

(a) The rights granted to Contractor by Commonwealth in Paragraph 48 of the Contract, as applicable to the terminated Services, shall immediately terminate and Contractor shall:

(i) Deliver to Commonwealth, at no cost to Commonwealth, a current copy of the relevant Commonwealth Software;

(ii) Destroy or erase all other copies of the relevant Commonwealth Software and Commonwealth owned materials in Contractor's possession. Upon Commonwealth's request, Contractor shall certify to Commonwealth that all such copies have been destroyed or erased; and

(iii) Return all Commonwealth data in usable form (for example, flat files).

(b) Upon Commonwealth's request, with respect to Contractor Third Party Software used by the Commonwealth to use the terminated Services, Contractor shall use commercially reasonable efforts to assist Commonwealth in obtaining licenses to such Contractor Third Party Software.

(c) Upon Commonwealth's request, Contractor shall sell to Commonwealth or Commonwealth's designee certain Equipment used by Contractor primarily to provide the terminated Services at Contractor's net book value; provided, however, that, in the event Contractor is unable to transfer ownership of such Equipment due to time limitations imposed by an agreement between Contractor and a third party, Contractor shall allow Commonwealth or Commonwealth's designee to use such Equipment until such time as Contractor is able to transfer ownership of such Equipment to Commonwealth or Commonwealth's designee and, at such time, Contractor shall sell to Commonwealth or Commonwealth's designee such Equipment at Contractor's net book value on the date of Commonwealth's initial request for such sale. Contractor will provide a list of all Equipment available for purchase by the Commonwealth pursuant to the Contract. Contractor may amend these lists from time to time while the Contract is being carried out or upon its completion. Any Equipment not included on the list shall not be available for purchase.