



Watson Wyatt & Company

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December 30, 2009

Ms. Janet Miller
Human Resources Director
City of Fort Collins
215 North Mason Street
Fort Collins, CO 80522-0580

Subject: Termination of WisdomNet Agreement

Dear Janet:

Thank you for your commitment to Watson Wyatt and our talent management line of business.

The City of Fort Collins, Colorado ("Fort Collins") is presently licensed to and using a talent management system pursuant to the I-TMS Integrated Talent Management System Software Services Agreement effective on May 7, 2002 (the "WisdomNet Agreement") by and between Fort Collins and WisdomNet Incorporated, whose rights and obligations under the Agreement were assumed by Watson Wyatt & Company ("Watson Wyatt"), effective July 1, 2007, in connection with Watson Wyatt's acquisition of WisdomNet Incorporated.

The parties hereto now have entered into a new agreement, Watson Wyatt's Talent|REWARD Software License and Services Agreement (the "Watson Wyatt Agreement"), to govern Fort Collins's license and rights to use Watson Wyatt's Integrated Talent|REWARD (the "Software Product") on a going forward basis. This letter confirms the parties' mutual agreement to terminate the WisdomNet Agreement with effect from the date of Fort Collins's acceptance of the Application (i.e., the Acceptance Date under Section 3(f)) as provided in the Watson Wyatt Agreement. If such termination occurs prior to the end of the quarterly billing period defined in the WisdomNet Agreement, then Watson Wyatt will provide a pro-rated refund of the fees paid under the WisdomNet Agreement for which any unused term remains.

If this letter agreement is consistent with your understanding and is acceptable to Fort Collins, please so indicate by counter-signing below.

Sincerely,

Watson Wyatt & Company

By Sarah J. Clark
Sarah Clark, Talent Line of Business Leader

SJC/ma

Acknowledged and Accepted:



The City of Fort Collins, Colorado

Signature: James B. O'Neill II

Date: 12/30/2009

Print Name: James B. O'Neill II _____

Title: Director of Purchasing and Risk Management