

AMENDMENT NO. 2

This Amendment No. 2 (“**Amendment**”) is made by and between Omidyar Network Fund, Inc., whose principal place of business is at 1991 Broadway Street, #200, Redwood City, CA 94063 (“**Grantor**”), and Fundacion Ciudadano Inteligente (“**Grantee**”), as of February 27, 2014 (“**Amendment Effective Date**”).

RECITALS

A. Grantor and Grantee previously entered into that certain Grant Agreement dated November 27, 2011 (“**Agreement**”), pursuant to which Grantor agreed to grant \$500,000 to Grantee pursuant to the terms and conditions of the Agreement. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Agreement.

B. Grantor and Grantee desire to amend the Agreement as set forth herein.

NOW, THEREFORE, the parties hereby agree as follows:

AGREEMENT

1. **Amendment to Exhibit C.** Grantor and Grantee agree to amend Exhibit C of the Agreement by adding the 2013-2014 metrics:

Category	Metric for Nov 1, 2013 – Nov 30, 2014	Goal
Reach	Press report mentioning FCI	120
	Number of countries with deploys of FCI projects	4
Engagement	Number of paid deploys of FCI projects	4

2. **Continuing Force and Effect.** Except as herein expressly amended or supplemented, all terms, covenants and provisions of the Agreement are and shall remain in full force and effect and all references therein to such Agreement shall henceforth refer to the Agreement as amended and supplemented by this Amendment. This Amendment shall be deemed incorporated into, and a part of, the Agreement. In the event of any inconsistency or conflict between this Amendment and the Agreement, the terms, conditions and provisions of this Amendment shall govern and control.

3. **Governing Law.** This Amendment shall be governed by and construed in accordance with the laws of the State of California, without reference to its conflict of laws provisions.

4. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which, when executed and delivered, shall be an original, and all the counterparts together shall constitute one and the same instrument.

5. **Entire Agreement.** The Agreement, as amended and supplemented by this Amendment, constitutes the entire agreement and understanding between Grantor and Grantee and supersedes any previous agreement between them relating to the subject matter thereof. No variation of this Amendment or of any of the documents referred to in it shall be valid unless it is in writing and signed by or on behalf of each of the parties.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives:

For Grantor:

For Grantee:

OMIDYAR NETWORK FUND, INC.

FUNDACION CIUDADANO INTELIGENTE

By _____

Name:

Title:

By  _____

Name: Felipe Heusser

Title: Director