

**CLIENT AGREEMENT  
UPSPSICAF03 – 1018**

This Client Agreement (together with the Applicable Terms and Conditions and all Work Orders and Purchase Orders, as defined below, the “Client Agreement”) is entered by and between UPS Professional Services, Inc. (“UPS-PSI”) and the customer identified below (“Client”), and is effective as of the date last signed by UPS-PSI and Client below (the “Effective Date”).

**THE PARTIES**

<b>Client:</b> _____	
<b>Client Notice Address:</b> Attn: _____ _____ _____	<b>UPS-PSI Notice Address:</b> UPS Professional Services, Inc. Attn: Contracts 12380 Morris Road Alpharetta, GA 30005-4177
<b>Client Billing Address:</b> Attn: _____ _____ _____	<i>with a copy to:</i> UPS Professional Services, Inc. Attn: Legal Department 55 Glenlake Parkway, NE Atlanta, GA 30328

**TERMS OF THE CLIENT AGREEMENT**

1. **The Agreement.** The Client Agreement consists of (a) this Client Agreement signature page; (b) the General Terms and Conditions (available at [https://www.ups.com/assets/resources/media/en\\_US/customer-solutions-general-terms-and-conditions.pdf](https://www.ups.com/assets/resources/media/en_US/customer-solutions-general-terms-and-conditions.pdf), version: UPSPSIGTC02 – 0718); (c) all applicable solution-specific terms and conditions indicated in the table below, each of which is available at the identified web site address (collectively, the “Applicable Terms and Conditions”); (d) each executed Work Order (as defined in the General Terms and Conditions), including without limitation the initial Work Order attached as Exhibit A hereto; and (e) each executed Purchase Order (as defined in the UPS Trackpad® Terms and Conditions). The General Terms and Conditions will apply to all services performed by UPS-PSI, in addition to any solutions-specific Applicable Terms and Conditions. The UPS Trackpad® Terms and Conditions will apply to all Purchase Orders for the purchase of UPS Trackpad® hardware and license of UPS Trackpad® distributed or hosted software. Client acknowledges that it has reviewed the Applicable Terms and Conditions and expressly agrees to their incorporation into this Client Agreement.
2. **Term and Termination.** This Agreement will remain in effect until all Applicable Terms and Conditions, Work Orders, and Purchase Orders have expired or have been terminated in accordance with the General Terms and Conditions. Any Work Order or Purchase Order may be terminated individual in accordance with its applicable terms and conditions.
3. **Counterparts; Electronic Signatures.** This Agreement may be executed in counterparts, each of which will constitute an original, and all of which, collectively, will constitute one and the same document. Each party acknowledges and agrees that this Agreement may be executed by electronic or digital signatures, which will be deemed and accepted as originals, and each party acknowledges its capacity and agreement to be bound by such electronic or digital signature with the same legal force and effect as a handwritten signature.

**APPLICABLE TERMS AND CONDITIONS**

	Terms and Conditions	Web Site Address for Identified Terms and Conditions
<input type="checkbox"/>	UPS Trackpad® Terms and Conditions	<a href="https://www.ups.com/assets/resources/media/en_US/trackpad-terms-and-conditions.pdf">https://www.ups.com/assets/resources/media/en_US/trackpad-terms-and-conditions.pdf</a> version: UPSPSITPA02-0718
<input type="checkbox"/>	UPS Trackpad® Hosting Services Appendix to the UPS Trackpad® Terms and Conditions	<a href="https://www.ups.com/assets/resources/media/en_US/trackpad-hosting-services-appendix.pdf">https://www.ups.com/assets/resources/media/en_US/trackpad-hosting-services-appendix.pdf</a> version: UPSPSITPH02-0718
<input type="checkbox"/>	UPS Complete View® Terms and Conditions	<a href="https://www.ups.com/assets/resources/media/en_US/complete-view-terms-and-conditions.pdf">https://www.ups.com/assets/resources/media/en_US/complete-view-terms-and-conditions.pdf</a> version: UPSPSICVR01-0718

IN WITNESS WHEREOF, each of the parties hereto has caused this Client Agreement to be executed by its duly authorized representative by signature below, as of the Effective Date.

<b>Client:</b> _____	<b>UPS-PSI: UPS Professional Services, Inc.</b>
<b>By:</b> _____	<b>By:</b> _____
<b>Name:</b> _____	<b>Name:</b> _____
<b>Title:</b> _____	<b>Title:</b> _____
<b>Date:</b> _____	<b>Date:</b> _____

**Exhibit A**

**Consulting and Professional Services Work Order**

