

FIRST AMENDMENT TO LICENSE AGREEMENT

This First Amendment ("Amendment") to License Agreement is being made this 19th day of March, 2008, between MONTGOMERY COUNTY, MARYLAND, a body corporate and politic and a political subdivision of the State of Maryland (the "County") and Bright Eyes, Inc., a Maryland corporation and a Child Care Provider (the "Licensee" or the "Provider"), (the County and the Licensee or Provider together the "Parties.>").

WHEREAS, the Parties entered into a License Agreement dated November 23, 2004 (the "License") for the Licensed Premises described as approximately 4,095 licensable square feet located in the premises known as the Thurgood Marshall Elementary School located at 12260 McDonald Drive, Gaithersburg, Maryland in Montgomery County, Maryland (the "Licensed Premises"); and

WHEREAS, the License Agreement terminates on May 31, 2008; and

WHEREAS, the County has agreed to extend the term of the License for an additional two (2) year term;

WHEREAS, the County hereby elects to extend the License, subject to certain terms and conditions agreed upon by the Parties as follows:

NOW THEREFORE, for the mutual promises herein contained and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. Unless otherwise set forth in this First Amendment to License, all capitalized terms shall have the same meanings as set forth in the License.

2. Extended Term: Under the terms and conditions of paragraph 3, the Renewal Option, the Licensee extended the term of the License through May 31, 2008. The County has agreed to extend the term of the License for an additional two (2) years period, so that the expiration date shall be May 31, 2010. The period from June 1, 2008 through May 31, 2010 is hereafter referred to as the "Extended Term".

3. This First Amendment to License Agreement is incorporated into the License Agreement and shall be deemed a part thereof. All terms and provisions of the License Agreement not expressly modified in this First Amendment shall remain the same and in full force and effect.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the Parties hereto have caused this First Amendment to License Agreement to be properly executed.

WITNESS:

COUNTY:
MONTGOMERY COUNTY, MARYLAND

By: Deborah A. Richards

By: Diane Schwartz Jones

Diane Schwartz Jones
Assistant Chief Administrative Officer

Date: 3/19/08

WITNESS:

LICENSEE:
BRIGHT EYES, INC.

By: Margaret Hood

By: Diane R. Holteger

Date: 3/6/08

APPROVED AS TO FORM & LEGALITY RECOMMENDED:
OFFICE OF THE COUNTY ATTORNEY

By: Gileen D. Brennan

By: Cynthia L. Brenneman

Cynthia L. Brenneman, Director
Office of Real Estate

Date: 2/22/2008

Date: 3/27/08