

Citizens Bank
Professional Development and Services Agreement

This Professional Development and Services Agreement ("Agreement") is made this 22nd day of December, 2003 by and between **Citizens Bank of Rhode Island**, a Rhode Island Corporation, with an address of 100 Sockanosset Crossroads, Cranston, Rhode Island, 02920 (hereinafter "Citizens"), and Financial Fusion, Inc., a Delaware corporation, with a principal place of business at 561 Virginia Road, Concord, Massachusetts 01742 (hereinafter "Vendor"). For purposes of this Agreement, "Citizens" shall include Citizens Bank of Rhode Island, its parent Citizens Financial Group, Inc. and all Affiliates, as defined herein, whether now existing or established by investment, merger or otherwise, including the successors and assigns of such entities.

In consideration of the mutual covenants contained herein and for other good and valuable consideration, the parties hereto agree as follows:

REDACTED



REDACTED

10. INDEMNIFICATION

10.1 Vendor shall, defend, indemnify and hold harmless Citizens and its directors, officers, employees, parent companies, subsidiaries, Affiliates, successors and agents (the "Citizens Indemnitees") from and against any and all third party claims, losses, liabilities, judgments, awards, and settlements, damages, expenses and costs (including reasonable legal fees and related expenses and court costs) incurred or suffered by any Citizens Indemnatee, which relate to or arise out of (i) any claim by any third party alleging that the Deliverables, this Agreement, the Specifications or related material infringes or violates any intellectual property right, (ii) Vendor's breach of any representation or warranty set forth in (a) Section 11 entitled License Rights; (b) Section 7.2; and (c) Section 9.6, (iii) Any failure by Vendor or any of its employees or contractors to abide by the security and workplace policies in force at Citizens

during any visit to Citizens' place of business by Vendor and (iv) a breach of Vendor's Confidentiality obligations set forth in Section 12.

REDACTED



REDACTED

IN WITNESS WHEREOF, the parties have executed, or caused to be executed by their duly authorized representatives, this Agreement as of December 22, 2003.

CITIZENS BANK OF RHODE ISLAND

FINANCIAL FUSION, INC.

By: William K. Wray

By: Glen Germanowski

Title: William K. Wray
Executive Vice President
+ CIO

GLEN GERMANOWSKI
Title: VP / Associate General Counsel

