

## SCHEDULE 3.5

### TRANSITION COST ALLOCATION

This Schedule 3.5 is an appendix to the AMSA, and sets forth allocation of certain costs to be incurred during Transition. Any capitalized terms not otherwise defined herein shall have the meaning set forth in the AMSA.

This Schedule 3.5 applies solely to events, acts and omissions occurring prior to the AMSA Commencement Date, and has no further effect with respect to events, acts and omissions following the AMSA Commencement Date.

TRANSITION COST	PARTY BEARING THE COST
1. Incremental costs associated with the development of infrastructure for and the implementation of operational functionality not being transitioned from BCH to ABSBC and not requested by BCH (e.g., new HR systems, new financial systems).	ABSBC
2. Incremental costs associated with the development of infrastructure for and the implementation of operational functionality not being transitioned from BCH to ABSBC that is requested by BCH (e.g., introduction of new billing units, pricing detail and cost distribution level allocation).	BCH
3. Costs associated with administering the Transition Plan, including determining appropriate adjustments thereto (e.g., management of the process, analysis of requirements, consulting and other third-party services)	Each Party shall bear their own costs
4. Costs associated with changes to ABSBC's internal systems in respect of cost distribution changes arising pursuant to BCH's April 2003 FBT system implementation.	Each Party shall bear an equal share of the difference between (i) ABSBC's cost of implementation of such internal system changes and (ii) the cost BCH would have incurred for FBT system implementation in the shared services space.