

**EXHIBIT B**

**WEB LINKING AGREEMENT**

THIS WEB LINKING AGREEMENT (this "Web Agreement"), is effective as of the 15<sup>th</sup> day of August, 2011, ("Commencement Date"), and entered into by and between STATE OF MARYLAND FOR THE USE OF THE UNIVERSITY SYSTEM OF MARYLAND ON BEHALF OF ITS CONSTITUENT INSTITUTION TOWSON UNIVERSITY, ("Lessor"), and PNC Bank, National Association, a national banking association, ("Lessee"). This Web Agreement is an exhibit to and an integral part of that certain Lease Agreement of even date herewith between Lessor and Lessee (the "Lease Agreement"). Capitalized terms used in this Web Agreement and not otherwise defined herein shall have the meaning given them in the Lease Agreement.

WHEREAS, Lessee maintains and operates a Website in which information regarding Lessee's products and services is provided to the general public ("PNC Bank Website");

WHEREAS, Lessor maintains and operates a Website in which information regarding Lessor is provided to the general public ("Towson Website"); and

WHEREAS, the parties desire to provide a link between the PNC Bank Website and the Lessor Website via a Hyperlink (as defined below).

NOW, THEREFORE, the parties agree that a Hyperlink shall be established subject to the terms and conditions of this Web Agreement and the Lease Agreement, as applicable.

**1. DEFINITIONS**

(a) "Hyperlink" means an electronic pathway that may be displayed in the form of highlighted text, graphics or a button that connects one Webpage address with another Webpage address.

(b) "Weblinking" or "Weblinks" means the linking of two or more Websites through the use of a Hyperlink.

(c) "Webpage" means a viewable screen displaying information presented through a web browser in a single view sometimes requiring the user to scroll to review the entire page.

(d) "Website" means one or more Webpages connected to the internet that may originate at one or more webserver computers.

**2. TERM AND TERMINATION**

The term of this Web Agreement shall run concurrently with the Term of the Lease Agreement. In addition, this Web Agreement may be terminated by either party upon thirty (30) days prior written notice to the other party. The parties agree that upon receipt by either party of written notice of termination from the other party or upon expiration or termination of the Lease Agreement, both parties will immediately remove any and all Weblinks to the other party's Website from each of their respective Websites. In addition, either party may terminate this Web Agreement immediately if at any time content on the other party's Website is reasonably deemed to be objectionable or inconsistent with the mission or philosophy of the terminating party.

**3. GRANT OF LICENSE**

Lessee grants to Lessor a limited, nonexclusive and nontransferable license to use Lessee's Marks as set forth on the attached Schedule A, for the sole and limited purpose of providing a Hyperlink between the PNC Bank Website and the Towson Website. Lessor agrees that it will comply with all of the requirements and restrictions set forth on Schedule A to this Exhibit B.

**4. WARRANTIES**


(a) Lessee represents and warrants that it is the owner of or has all necessary rights to Lessee Marks as specified in Section 3 above.

**[Remainder of page intentionally left blank]**

IN WITNESS WHEREOF, intending to be legally bound, each party hereto has caused its duly authorized representative to execute this Web Agreement on its behalf, as of the Commencement Date.

**LESSOR:**

("TOWSON UNIVERSITY")

By: 

Name: James P. Sheehan

Title: Vice President for Administration and Finance and CFO

Date: 9/15/11

**LESSEE:**

("PNC BANK, NATIONAL ASSOCIATION")

By: 

Name: Nickolas Certo

Title: Senior Vice President

Date: 9-9-2011

