

**PROVERIS SCIENTIFIC CORPORATION**  
**Addendum to Terms & Conditions of Sale & Use and Software License  
for Device Holder Development**

This Addendum augments the terms and conditions set forth in Proveris's Terms & Conditions of Sale & Use and Software License Agreement, as if fully set forth therein.

1. For purposes of this Addendum:

a. "Intellectual Property" means all rights of every nature relating to intellectual property, including without limitation: (i) all United States and foreign patents and patent applications now or hereafter filed (including continuations, continuations-in-part, divisionals, reissues, reexaminations and foreign counterparts thereof), and all rights with respect thereto, (ii) all Trade Secrets, (iii) all United States and foreign semiconductor mask work rights and registrations for such rights, and (iv) all copyrights and renewals thereof and other rights relating to literary or artistic works and data compilations (including without limitation author's and moral rights and rights of publicity and privacy).

b. "Trade Secrets" means all trade secrets under the laws of any jurisdiction, including but not limited to ideas, inventions, discoveries, developments, designs, improvements, formulae, compounds, organisms, laboratory materials, prototypes, cell lines, syntheses, know-how, methods, processes, techniques, product specification and performance data, computer programs, and other data, in each case whether or not patentable, copyrightable or within any particular definition of trade secret; unpublished proprietary information relating to Proveris's Intellectual Property; and business, marketing, sales, research, development, manufacturing, production and other plans and strategies; forecasts, financial statements, budgets and projections, licenses, prices and costs; customer and supplier lists and terms of customer and supplier contracts; personnel information; and compilations of such information.

c. "Work Product" means all tangible and intangible results of Proveris's device holder development work hereunder.

2. Proveris owns exclusively all rights and economic interests in the Work Product and all Intellectual Property embodied therein or related thereto, including without limitation any invention or discovery made or reduced to practice in the process of developing the Work Product. This Addendum is to be construed to the maximum extent possible to produce the foregoing result, including but not limited to the construction of any ambiguities so as to achieve the foregoing result.