

CONFIDENTIALITY CONTRACT

In consideration of employment as an employee or engagement as an independent contractor with Company (the "Company"), the Participant (the "Participant") agrees and agrees to the following:

1. Employment with the Company as an employee or engagement as an independent contractor, at the discretion of the Company, will give rise to the Participant's obligation to maintain confidential information belonging to the Company and its subsidiaries and affiliates (the "Confidential Information") as "Confidential Information". Confidential Information includes but is not limited to customer lists, marketing plans, financial information, databases, software and know-how, and any other information that is confidential and proprietary information of the Company.

2. As related to herein, the "Business of the Company" shall relate to the business of the Company as determined by the Board of Directors of the Company.

3. The Participant may in the course of his engagement conceive, develop or invent any material or information related to the Business of the Company, including, without limitation, software, technical information, ideas, inventions (whether or not patentable), hardware, know-how, marketing plans, designs, techniques, documentation and records, regardless of the form or media, in any in which such is stored (referred to in this Agreement as "Proprietary Property"). The Company shall exclusively own all rights in the Proprietary Property which the Participant conceives, develops or contributes to in the course of the engagement and all material and substantial property and other rights of the Participant in or relating to the Proprietary Property, including but not limited to all patents, trademarks, trade secrets and intellectual rights in or relating to the Proprietary Property. The Participant hereby assigns to the Company any and all rights in the Proprietary Property.

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Kathleen Armour



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