

CONTRACT REVIEW CHECKLIST

Contract Terms:

	Comments
Term (Duration of Contract)	July 1, 2013 to June 30, 2014; Please refer to Section 6.1 and Attachment A.
Termination Clause	Either party may terminate for material breach and failure to cure; upon violation of Licenses and Proprietary Rights; upon bankruptcy, dissolution or insolvency of other party; or upon 30 days written notice to the other party; Please refer to Sections 10.1 and 10.2.
Insurance /Indemnification	None
Liability issues	Please refer to Sections 1.4, 1.4a, 1.5, 1.8, 2.1, 2.1a, 2.2, 2.2a, 2.3, 2.3a, 2.4, 2.4a, 2.5, 3.1, 3.1a, 3.2, 3.2a, 3.3, 3.3a, 3.4, 3.4a, 4.1, 4.2, 4.4, 4.5, 5.2, 6.2, 10.3, 11.3, and 11.5.
Confidentiality Provision	Please refer to Sections 2.5, 3.5, and 4.1.
Warranties	Please refer to Section 9.1 and 9.2.
Labor Issues	Please refer to Section 2.3, 2.3a, 3.1, 3.1a, 3.2, 3.2a, 3.11, and 8.1.
Disclaimers	None
Background Screening	N/A
Commercial Non-Discrimination per Policy 6.144	N/A
Governing Law & Venue	If SD initiates lawsuit Governing Law: California; Venue: San Diego, California; If AVID initiates suit Governing Law: Florida; Venue: Palm Beach County; Please refer to Section 11.1.

Business Principles:

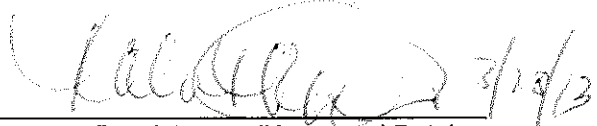
	Comments
Fees	\$77,374.30; Please refer to Sections 1.8 2.3, 2.6a, 3.11, 7.1, and 7.2 and Attachment A.
Payment Terms, i.e. --Lump sum, installments --Late fees	\$77,374.30; Please refer to Sections 1.8 2.3, 2.6a, 3.11, 7.1, and 7.2 and Attachment A.

Other Issues:

	Comments
Beneficial Interest Affidavit	N/A
Non-Negotiable Issues	Please refer to Sections 2.6c, 7.2, 11.1 and 11.5.
Miscellaneous Issues	None

Special Considerations: _____

Reviewed and approved as to form and legal sufficiency. Yes No


By: Attorney (Name and Date)