



3100 47th Avenue
Box 30
LIC, NY 11101

You have expressed an interest in receiving software and/or information relating to unreleased versions of our Helix products. Such information would include, but not be limited to, QSA ToolWorks, LLC product architecture, features, future plans, performance and compatibilities (collectively, "Confidential Information"). In consideration of our giving you with the Confidential Information, you agree as follows:

(1) You recognize our exclusive proprietary rights to the Confidential Information, and you will limit your disclosure of all or any part of the Confidential Information to those of your employees who have signed this letter or to other individuals who have signed identical letters.

(2) You will use the Confidential Information for evaluation purposes, and will report the results of your evaluation(s) to us in a timely fashion. With our separately stated approval, you may also use certain Confidential Information in a production environment.

(3) You acknowledge that QSA ToolWorks, LLC makes no representations or warranties regarding the Confidential Information.

(4) Upon our request, you will destroy any Confidential Information, and all copies thereof, in your possession.

(5) You will indemnify and hold us harmless from any and all losses incurred by you as the result of your use of the Confidential Information.

(6) In the event of your violation of the terms of this letter, you will not be indemnified against losses incurred by QSA ToolWorks, LLC.

(7) This letter shall be construed and interpreted under the laws of the state of New York, and any judicial proceedings arising out of this letter shall be brought in the courts thereof. You hereby consent to the *in personam* jurisdiction, at law or in equity, of the courts of New York.

For QSA ToolWorks, LLC
Gil Numeroff
Matt Strange

The undersigned hereby agree to be bound by the provisions of the foregoing letter:

Company Name: _____

Name: _____ Signature: _____ Date: __/__/1__
please print

Name: _____ Signature: _____ Date: __/__/1__
please print

Name: _____ Signature: _____ Date: __/__/1__
please print

Please print, fill in your company name (if applicable), sign and date this letter and fax to 570.662.2636 or email a scanned copy to matt@qsatoolworks.com.