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| SOP Subject | Legal & Contract Review | Authorized By | Ken Fong |
| Category | Standard Operating Procedures | Status | Draft |
| Version | 1.0 | Effective Date | |
| Date Prepared | January 29, 2007 | | |

| Introduction | |
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| Purpose | Provide a standardized legal framework and template for ResQSoft general business purposes |
| Personnel Concerned | All ResQSoft staff |
| Directives Cancelled | None |
| Distribution | Email and SharePoint |
| Originator | ResQSoft Project Management Office |

| Revision History | |
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| 1.0 | |

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1.0 Standard Operating Procedure Summary: Legal & Contract Review

- Only the ResQSoft Management Team has authority to enter into binding legal agreements on ResQSoft's behalf.
- All external legal documents shall be submitted to ResQSoft Legal for review and approval.
- To the greatest extent practicable, ResQSoft shall use approved, standard legal templates and forms.
- Requests for legal review and changes to existing legal templates shall be made using the Legal Request Form on the ResQSoft Internal Portal.

2.0 Standard Procedures

2.1 General Counsel Function

The ResQSoft Legal Department's role is to provide oversight and consistency into ResQSoft's legal obligations under applicable law and contracts with clients and employees. As a general matter, all documents of a legal and binding nature shall be reviewed and approved by the Legal Department unless specific exemption is provided by the ResQSoft Management Team in writing.

2.2 Legal Review

Unless otherwise provided in these Standard Operating Procedures, all binding legal documents shall be reviewed by the Legal Department unless specific exemption is granted by the ResQSoft Management Team. Such documents shall include legal documents not originated as ResQSoft standard legal forms, such as:

1. Non-Disclosure and Proprietary Information Agreements (NDAs and PIAs)
2. Client Contracts (and any associated subcontracts)
3. Business Development Agreements (including teaming, marketing and joint venture agreements)
4. License and Software Maintenance Agreements
5. Statements of Work (SoWs) related to contracts and subcontracts
6. Employment and Consulting Contracts

All legal review of documents shall be requested using the Legal Review Request form on the ResQSoft Internal Portal's Legal Department section (form PDF attached for reference).



Legal Request Form

Signed, executed, or final copies of any contract or other legal document shall be provided to the Legal Department, which shall be the repository of same.

2.3 Legal Document Templates (Standard Forms)



To the maximum extent practicable, ResQSoft shall use approved legal document templates provided by the Legal Department. Use of these documents, with substance unaltered in any way, shall not require legal review. Alteration of approved documents in the course of negotiations, however, shall require legal review.

Approved legal document templates shall be stored in the ResQSoft Internal Portal's Legal Department Document Library and include:

1. License and Software Maintenance Agreement (Engineer)
2. Mutual Non-Disclosure Agreement
3. End User License Agreement
4. Master Services Agreement (Standard Intellectual Property)
5. Master Services Agreement (Work For Hire)
6. Joint Marketing & Distribution Agreement



Any change requests to existing legal templates should be made using the Legal Request Form with a detailed description (or revision-marking mode document attached to the form) of the changes desired.

2.4 Authority to Enter into Contracts

In accordance with the bylaws of ResQSoft, Inc., members of the ResQSoft Management Team shall have sole authority to execute contracts that bind the company legally. No other manager, employee, consultant, contractor or other person shall have such authority unless specifically delegated, in writing, by a member of the ResQSoft Management Team.

Any questions relating to execution of legal documents shall be directed to the Legal Department.

3.0 Questions and Comments Relating to Legal & Contract Review

Any questions or comments relating to this SOP should be directed to the employee's or consultant's immediate supervisor or the ResQSoft PMO. Any deviations from policy must be requested and approved in writing by the [ResQSoft PMO](#).

PMO Use Only

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| Status | Active SOP |
| Next Action | Quarterly Progress Review |
| Next Action Date | April 1, 2007 |



