

OPEN ALLIANCE, INC.

ADOPTER PARTICIPATION AGREEMENT

MEMBERSHIP CLASSIFICATION	MEMBERSHIP FEE
ADOPTER¹ MEMBER	US\$ 1,500.00

By the signature of its authorized representative below, the applicant Company, including its Affiliates (as defined in the Bylaws, and with respect to those provisions that are applicable to such Affiliate), agrees to be bound by the terms hereof, as well as the terms and conditions stated in the Certificate of Incorporation, Bylaws, and OPEN Alliance Intellectual Property Rights Policy (collectively, and including any amendments thereto, the “Organizational Documents”), and the Operating Procedures, as well as any other policies and procedures that the Board of Directors (the “Board”) of OPEN Alliance, Inc. (the “Alliance”) adopts that are applicable to participation in the Alliance at the Adopter Member Membership Classification. Applicant Company and the Alliance acknowledge and agree that any activity of the Alliance will be conducted pursuant and subject to the Alliance’s duly adopted Intellectual Property Rights Policy, a version of such policy being made available to all Members, and any amendments to such Intellectual Property Rights Policy as may be subsequently adopted by the Board. In addition, applicant Company hereby grants to the Alliance the right to reproduce, use and display applicant Company’s company name and logo on the Alliance’s website. OPEN Alliance, Inc. was created to be the successor to the activities previously undertaken in the OPEN Alliance SIG membership organization.

This Participation Agreement is not binding on the Alliance unless accompanied by the applicable Membership Fees associated with the Adopter Member listed above. By signing below, the individual executing this Participation Agreement on behalf of the applicant Company warrants that he or she has all requisite signing authority for and on behalf of the entity seeking entry.

Membership Fees. The term of participation in the Alliance for the Adopter Membership Classification described above shall be on a year-to-year basis, expiring on the 365th day from the date of acceptance of this application (“Renewal Date”). The Alliance will invoice the then-current renewal fee to a Member ninety (90) days prior to the Member’s Renewal Date, which will be due and payable on the Renewal Date, and Member’s payment thereof shall constitute a renewal of membership as a participant in the Alliance at the Membership Classification applicable to the applicant Company.

Failure to make a timely renewal payment shall be cause for suspension and termination of this Participation Agreement and all benefits afforded at the Adopter Membership Classification. The undersigned agrees that once accepted, all Membership Fees are nonrefundable for any reason, including termination of this Participation Agreement. There is no duty to renew this Participation Agreement and renewal may only be accomplished as set forth above.

Any claim or dispute arising under or relating to this Participation Agreement shall be governed by the internal substantive laws of the State of Delaware, without regard to principles of conflict of laws.

COMPANY CONTACT AND SIGNATURE

<p>Company Name: _____</p> <p>Primary Contact Name: _____</p> <p>Title of Primary Contact: _____</p>

¹ Participation at Adopter Membership Classification is subject to Section 14.2 of the Bylaws.

Address: _____
Street/Building City/Town State/Province Postal Code Country

Phone: _____
(Including country code)

E-mail: _____

Web Page URL: _____

Authorized Representative Signature: _____ **Date:** _____

Signatory Name/Title: _____

Mail payment along with this completed form to the address shown at right.

Payments may be made by check or wire transfer payable to the order of:

“OPEN Alliance, Inc.”

**OPEN Alliance, Inc., c/o VTM Group
Attn: OPEN Alliance Administrator
3855 SW 153rd Drive
Beaverton, OR 97003**

Company Applicant may attach to, or transmit together with, this Participation Agreement a company logo for use by the Alliance as authorized herein.

Acceptance:

This Participation Agreement is accepted as of this ____ day of _____, 20____.

OPEN Alliance, Inc.,
a Delaware Nonprofit Corporation

By: _____

Name: _____

Its: _____