SOFTWARE LICENSE AGREEMENT

AGREEMENT entered into _____ _____, 2003 between **Siborg Systems Inc.**, residing at 24 Combermere Crescent, Waterloo, Ontario, N2L 5B1 Canada ("**Licensor**")
and _____ ("**Licensee**").

1. Definitions

1.1 **Software** is that software listed and described in **Attachment A** annexed hereto and incorporated herein, which was developed by and/or to which **Licensor** has all rights and includes any and all versions, updates, enhancements, modifications and all supporting documentation related thereto.

1.2 **Computers** mean the computers on which the **Software** will be used, namely _____ .

1.3 **Location** means the location at which the **Computer** is located, namely _____ .

2. Grant of License

2.1 **Licensor** grants to **Licensee** a non-exclusive and non-transferable license to exploit ____ copies of the **Software** on the **Computers,** at the **Location**.

2.2 **Licensee** acknowledges that the **Software** is supplied "as is", without any accompanying maintenance services from the **Licensor.** Under no circumstances will **Licensor** assume any responsibility resulted from the use of the **Software.**

2.3 **Licensee** acknowledges that the **Software** will be used only for educational and research purposes.

3. Confidentiality

3.1 The **Software** and any parts of it will be kept confidential by **Licensee** and are not to be transferred or allowed to use to any party other than **Licensee** without prior written permission from the **Licensor**.

IN WITNESS WHEREOF, the parties hereto have caused this **Agreement** to be executed by their duly authorized and empowered officers and representatives as of the day and year first above written.

Licensor (Siborg Systems Inc.)   **Licensee**   _____

By   _____   By   _____

        _____   _____

ATTACHMENT A (Software)

The **Software** is the software tool package **MicroTec** for two-dimensional semiconductor process and device simulation. The **Software** operates under Windows on any IBM-PC/AT486 or higher. It requires not less than 1 Megabyte memory and includes:

1. **SiDif**: a program for two-dimensional simulation of implantation, diffusion and oxidation.
2. **SemSim**: a program for steady-state two-dimensional semiconductor device simulation.
3. **MergIC**: an interface between **SiDif** and **SemSim**.
4. **SibGraf**: a program for two- and three-dimensional graphics.
5. **MicroTec**: a shell integrating the programs hereinabove listed.

ATTACHMENT B (Specification of the Computer(s))

Computer type   PC-AT/486 o Pentium o Pentium-II o Pentium-III o Pentium-IV o Other

Memory available   _____ Mbytes

Videocard   _____

Printer   _____

Operating system   _____ version _____