

MEMORANDUM OF UNDERSTANDING - DRAFT

1. Preamble

For successful establishment of Joint Venture Agreement (JVA) and recognizing the mutual benefits to be gained through the co-operative program, **the participating organizations** (*the Parties*) enter into this Memorandum of Understanding (MoU) and agree to the following:

2. Purpose

The purpose of this Memorandum is to enter into negotiations between the Parties for the establishment of a Joint Venture (JV).

The main objective of the JV would be to participate in the CERN project “IT-3633 Qualification for the production of the Si Sensors for the CMS and Atlas Inner Detectors”. The other objectives of the JV are: to deliver high-quality silicon sensors to CERN, to establish a long term cooperation scheme for knowledge exchange and create business opportunities for the Parties.

The JV, the parties therein, and the forthcoming invitation to tender, is foreseen to be composed of the parties involved in the established market survey.

3. Scope of the Joint Venture

The Lead Institution shall make preparations on the technical implementation of the project, establish proposals for action and adopt decisions with the representatives of the Partner Institutions by consensus.

4. Financial Considerations

The parties acknowledge, that all or any financial costs shall be born by the Parties themselves, whilst adoption of funding decisions.

5. Further Agreements

This document is a Memorandum of Understanding and is not intended to create binding or legal obligations on either party. The specific details of any matter will be set forth in agreements supplemental to this Memorandum which set out the responsibilities of the Parties.

Furthermore, the Parties acknowledge their joint and several liabilities, for the performance of the bidder's obligations under the invitation to tender and the subsequent agreement that will follow.

6. Amendments

This Memorandum may be amended/reviewed from time to time by the parties.

7. Term of the Memorandum

This Memorandum of Understanding shall commence on the date hereinbefore written and shall continue for a period of [years/months].

Authorized signatures of the representatives:

Date: ___/___/2009

Name:

Organization: