PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT		
NATURE OF CONVE	YANCE:	LICENSE		
CONVEYING PARTY	DATA			
	N	ame	Execution Date	
NBS Technologies, Inc. 07/12/2011			07/12/2011	
Card Technology Cor	poration		07/12/2011	
NBS Technologies (U	JS), Inc.		07/12/2011	
RECEIVING PARTY D	ATA			
Name:	DataCard Corporati	on		
Street Address:	11111 Bren Road V	/est		
City:	Minnetonka			
State/Country:	MINNESOTA			
Postal Code:	55343			
Property Ty	1000			
	whe ll	Number		
Patent Number:	58899			
Patent Number: Patent Number:		41		
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Patent Number:	58899 60147	41 48 252		
Patent Number: Application Number:	58899 60147 09416	41 48 252 875		
Patent Number: Application Number: Application Number:	58899 60147 09416 12987	41 48 252 875 59		
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Patent Number: Application Number: Application Number: Patent Number: Patent Number: Application Number: Application Number:	58899 60147 09416 12987 61964 75006 12364 60015 11626	41 48 252 875 59 01 292 743 219 06204		
Patent Number: Application Number: Application Number: Patent Number: Patent Number: Application Number: Application Number: PCT Number:	58899 60147 09416 12987 61964 75006 12364 60015 11626 US976	41 48 252 875 59 01 292 743 219 06204 15834		

PATENT REEL: 026596 FRAME: 0671

501595692

Application Number:	90008519
Application Number:	90008520
Application Number:	90008517
Application Number:	90010717
Patent Number:	6202155

CORRESPONDENCE DATA

Fax Number:	(612)977-8650
Correspondence will be se	ent via US Mail when the fax attempt is unsuccessful.
Phone:	6129778480
Email:	ip@briggs.com
Correspondent Name:	Gerald E. Helget
Address Line 1:	80 South Eighth Street
Address Line 2:	2200 IDS Center
Address Line 4:	Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	18351.38
NAME OF SUBMITTER:	Gerald E. Helget

Total Attachments: 30

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Exhibit B

LICENSE AGREEMENT

This LICENSE AGREEMENT ("Agreement") is entered into by and between NBS Technologies, Inc., an Ontario corporation at 703 Evans Avenue, Suite 400, Toronto, Ontario, M9C 5E9, Canada ("NBS"), Card Technology Corporation, a Delaware corporation and a wholly owned subsidiary of NBS Technologies, Inc., at 10925 Bren Road East, Hopkins, MN 55343-9613 ("CTC"), and NBS Technologies (US), Inc., a wholly owned subsidiary of CTC, at 10925 Bren Road East, Hopkins, MN 55343-9613 ("CTC"), on the one hand, and DataCard Corporation, a Delaware corporation, at 11111 Bren Road West, Minnetonka, MN 55343 ("DataCard"), on the other. NBS, CTC, and NBS US on the one hand, and DataCard, on the other, may hereinafter be referred to individually as a "Party" or collectively as "Parties."

RECITALS

A. DataCard is the legal and/or beneficial owner of U.S. Patent Nos. 5,266,781, 6,474,925, 7,753,279 and 7,806,338 (the "DataCard Patents") as well as related intellectual property rights as further defined herein.

B. The CTC Parties are the direct or indirect legal and/or beneficial owner(s) of U.S. Patent Nos. 6,196,459, 6,014,748 and 5,889,941 (the "CTC Patents") as well as related intellectual property rights as further defined herein.

C. DataCard, CTC and NBS are parties to a certain Settlement Agreement (the "Settlement Agreement").

D. Pursuant to the terms of the Settlement Agreement, DataCard, CTC and NBS agreed to enter into this Agreement to provide (i) certain rights to DataCard in and to the CTC Patents and related intellectual property rights as set forth herein and (ii) certain rights to the CTC Parties in and to the DataCard Patents and related intellectual property rights as set forth herein, in each case subject to and in accordance with the terms and conditions of this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing Recitals, each of which is incorporated by reference herein as an essential term hereof, the mutual promises, covenants, conditions and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLE 1 DEFINITIONS

In addition to the terms defined above, the following terms shall have the following meanings as used in this Agreement:

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1.1 "Affiliate" when used in reference to a specified Person, means any Person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with the specified Person. For purposes of this definition, "control" means the power to direct the management and policies of such entity, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlled" and "controlling" have meaning correlative to the foregoing.

1.2 "Division or Business Unit" means an element or segment of a company representing a specific business function or specializing in a particular product or service line within the company.

1.3 "Card Personalization Business" means the business of designing, developing, manufacturing, marketing, selling, servicing and/or supporting equipment, machines, products, systems, hardware, software and/or supplies used to make and issue personalized cards and secure identity solutions, including, without limitation, credit, debit, and financial cards, identification cards, badges, licenses, passports, smart cards (e.g., SIM cards and integrated circuit cards), and other similar cards and credentials.

1.4 "CTC Intellectual Property" means the CTC Patents and Patent Rights (as hereinafter defined) related to the CTC Patents.

1.5 "CTC Parties Product" means any equipment, machines, hardware, software, supplies, systems, or component parts thereof, that (i) are manufactured by the CTC Parties or their Affiliates, or (ii) are designed in whole or in part by the CTC Parties or their Affiliates but manufactured by one or more Third Parties, including but not limited to systems in which at least one material component thereof was manufactured or designed by the CTC Parties or their Affiliates.

1.6 "DataCard Intellectual Property" means the DataCard Patents and Patent Rights (as hereinafter defined) related to the DataCard Patents.

1.7 "DataCard Product" means any equipment, machines, hardware, software, supplies, systems, or component parts thereof, that (i) are manufactured by DataCard or its Affiliates, or (ii) are designed in whole or in part by DataCard or its Affiliates but manufactured by one or more Third Parties, including but not limited to systems in which at least one material component thereof was manufactured or designed by DataCard or its Affiliates.

1.8 "Governmental Authority" means any (i) nation, state, county, city, town, village, district or other jurisdiction of any nature; (ii) federal, state, local, municipal, foreign or other government; (iii) governmental or quasi governmental authority of any nature (including any governmental agency, branch, board, commission, department, instrumentality, office or other entity, and any court or other tribunal); (iv) multi-national organization or body; and/or (v) body exercising, or entitled or purporting to exercise, any administrative, executive, judicial, legislative, police, regulatory or taxing authority or power of any nature.

1.9 "Intellectual Property Right" means, as applicable, the DataCard Intellectual Property or the CTC Intellectual Property.

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1.10 "Patent Rights" means, with respect to any patent, any continuation, continuation-in-part, division, reexamination, reissue, extension, substitution, renewal, foreign counterpart, application, or equivalent of that patent, any patent applications related to any of the foregoing or claiming priority to any patent or patent application to which any of the foregoing claim priority, and any claim of any United States or foreign patent or patent application on which foreign patent or foreign patent application a claim of priority is made upon one or more of the above referenced U.S. patents.

1.11 "Person" means and includes any individual, corporation, trust, estate, firm, partnership, joint venture, company, association, league, Governmental Authority, or any other entity regardless of the type or nature thereof.

1.12 "Third Party" or "Third Parties" means any Person other than a Party to this Agreement or an Affiliate of a Party to this Agreement.

ARTICLE 2 LICENSES AND LIMITATIONS

2.1 Grant of Non-Exclusive License to DataCard. Subject to the terms, covenants, conditions and limitations of this Agreement, the CTC Parties hereby grant to DataCard, and DataCard hereby accepts, a non-exclusive, irrevocable, royalty-free and fully paid up, worldwide license and right to use the CTC Intellectual Property in DataCard Products for the Card Personalization Business.

2.2 Grant of Non-Exclusive License to the CTC Parties. Subject to the terms, covenants, conditions and limitations of this Agreement, DataCard hereby grants to the CTC Parties, and the CTC Parties hereby accept, a non-exclusive, irrevocable, royalty-free and fully paid up, worldwide license and right to use the DataCard Intellectual Property in the CTC Parties Products for the Card Personalization Business.

2.3 Limited Right of Sublicense.

2.3.1 <u>Right of DataCard</u>. DataCard shall have the limited right to sublicense its rights in and to the CTC Intellectual Property hereunder only to Persons in the distribution chain of the Card Personalization Business as operated by DataCard, including (without limitation) DataCard's suppliers, manufacturers, distributors, authorized resellers, and customers; <u>provided</u>, <u>however</u>, that the foregoing limited right to sublicense DataCard's rights in and to the CTC Intellectual Property hereunder shall only permit (or be deemed to permit) such Person within DataCard's distribution chain (i) to use the CTC Intellectual Property to conduct the Card Personalization Business for DataCard and its Affiliates or in furtherance of DataCard's conducting of the Card Personalization Business, or (ii) in the case of distributors and authorized resellers, to advertise, market, offer for sale and resell goods or services purchased or acquired from DataCard for resale, or (iii) in the case of customers who purchase DataCard Products or related services from DataCard and its Affiliates, or its distributors and resellers, to use the CTC Intellectual Property only for that customer's use of DataCard Products or related services or in connection with DataCard Products or related services. DataCard shall have the right to provide such sublicenses both prospectively and retrospectively, and both expressly and impliedly.

2.3.2 <u>Covenant Not To Sue for Past Infringement</u>. The CTC Parties covenant and agree not to sue or commence any action or legal proceeding, anywhere in the world, against DataCard or any Person in DataCard's distribution chain, including (without limitation) DataCard's suppliers, manufacturers, distributors, authorized resellers, sublicensees, and customers, for any infringement or alleged infringement of any CTC Intellectual Property arising out of such Person's purchase, manufacture, sale, offer to sell, servicing, or customization of any DataCard products or related services or in connection with DataCard Products or related services, which has occurred prior to the date hereof.

2.3.3 Right of CTC Parties. The CTC Parties shall have the limited right to sublicense their rights in and to the DataCard Intellectual Property hereunder only to Persons in the distribution chain of the Card Personalization Business as operated by the CTC Parties, including (without limitation) the CTC Parties' suppliers, manufacturers, distributors, authorized resellers, and customers; provided, however, that the foregoing limited right to sublicense the CTC Parties' rights in and to the DataCard Intellectual Property hereunder shall only permit (or be deemed to permit) such Person within the CTC Parties' distribution chain (i) to use the DataCard Intellectual Property to conduct the Card Personalization Business for the CTC Parties and their Affiliates or in furtherance of the CTC Parties' conducting of the Card Personalization Business, or (ii) in the case of distributors and authorized resellers, to advertise, market, offer for sale and resell goods or services purchased or acquired from the CTC Parties for resale, or (iii) in the case of customers who purchase CTC Parties Products or related services from the CTC Parties and their Affiliates, or their distributors and resellers, to use the DataCard Intellectual Property only for that customer's use of the CTC Parties Products or related services or in connection with the CTC Parties Products or related services. The CTC Parties shall have the right to provide such sublicenses both prospectively and retrospectively, and both expressly and impliedly.

2.3.4 <u>Covenant Not To Sue for Past Infringement</u>. DataCard covenants and agrees not to sue or commence any action or legal proceeding, anywhere in the world, against the CTC Parties or any Person in the CTC Parties' distribution chain, including (without limitation) the CTC Parties' suppliers, manufacturers, distributors, authorized resellers, sublicensees, and customers, for any infringement or alleged infringement of any DataCard Intellectual Property arising out of such Person's purchase, manufacture, sale, offer to sell, servicing, or customization of any CTC Products or related services or in connection with CTC Products or related services, which has occurred prior to the date hereof.

2.3.5 <u>Challenging Patent Rights.</u> Notwithstanding anything herein, if a Party or its Affiliate (or their successors or assigns) asserts its Patent Rights in an infringement suit, the defending Party shall have full rights to challenge the validity and enforceability of the Patent Rights thereafter.

2.4 Assignability. No Party may assign this Agreement without the written consent of the other party hereto in writing; except that a Party may assign this Agreement and the licenses received by the Party under this Agreement without the licensor Party's prior consent in connection with the sale of all or substantially all of the assets of the licensee, or a licensee's Division or Business Unit practicing the Intellectual Property Right(s) being assigned at the time of sale, or any other change-of-control transaction(s) including a stock sale, merger, or

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consolidation of the licensee. Notwithstanding the foregoing, no assignment in or as a result of bankruptcy is permitted. For the avoidance of doubt, the restrictions on assignment set forth in this Section 2.4 are not intended, and shall not be deemed, to alter the limited rights of the Parties to grant sublicenses provided under Section 2.3.

2.5 Legal Title and Ownership. Legal title and ownership in and to the DataCard Intellectual Property is and will remain irrevocably vested in DataCard or its successors and assigns. Legal title and ownership in and to the CTC Intellectual Property is and will remain irrevocably vested in CTC, NBS, or NBS US, as applicable, or their successors and assigns.

2.6 Term. The licenses in Intellectual Property Rights granted in this Article 2 of this Agreement shall continue, with respect to each individual Intellectual Property Right, for a period not to exceed the expiration of such individual Intellectual Property Right. Notwithstanding anything herein, the Parties are not obligated to maintain, pursue applications, pay maintenance, or otherwise take action to preserve their respective Patents, Patent Rights and Intellectual Property Rights.

2.7 Right to File, Register, or Record. Any Party to this Agreement shall have the right to freely file, register, or record this Agreement in any patent office or governmental authority, anywhere in the world.

ARTICLE 3 REPRESENTATIONS AND WARRANTIES

3.1 Representations and Warranties of DataCard. DataCard represents and warrants to the CTC Parties as follows:

3.1.1 DataCard has the legal power and authority to enter into this Agreement, and this Agreement is binding upon DataCard in accordance with its terms;

3.1.2 The execution, delivery and performance of this Agreement by DataCard will not violate any provision of, or be an event that is, or with the passage of time will result in, a violation of, or result in the acceleration of or entitle any Person to accelerate (whether after the giving of notice or lapse of time or both) any obligation under or pursuant to any license, lien, lease, agreement, instrument, order, award, judgment or decree to which DataCard is a party or by which it or any of its assets is bound;

3.1.3 <u>Schedule A</u> is, to the best of DataCard's belief, a true and correct list of all DataCard Patent Rights related to the DataCard Patents, although its attachment hereto is by way of example only and is not intended to restrict or otherwise or in any way limit the DataCard Intellectual Property defined above;

3.1.4 DataCard owns good and valid title to the DataCard Intellectual Property. DataCard makes no warranties, express or implied, concerning validity or enforceability of the DataCard Intellectual Property;

3.1.5 As of the date hereof, after giving effect to the Settlement Agreement (including, without limitation, this Agreement), DataCard will not be insolvent (either because

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its financial condition is such that the sum of its debts is greater than the fair market value of its assets or because the fair saleable value of its assets is less than the amount required to pay its probable liabilities on its existing debts as they mature).

3.1.6 DataCard has no present intention to file a petition in bankruptcy, nor any basis to believe that it will file, or have filed against it, any petition in bankruptcy in the future, and to its knowledge, no creditor of DataCard has an intention to, or valid basis upon which to, file a petition in bankruptcy against DataCard in the future.

3.2 Representations and Warranties of the CTC Parties. The CTC Parties, jointly and severally, represent and warrant to DataCard as follows:

3.2.1 Each of CTC, NBS and NBS US has the legal power and authority to enter into this Agreement, and this Agreement is binding upon each of CTC, NBS, and NBS US in accordance with its terms;

3.2.2 The execution, delivery and performance of this Agreement by CTC, NBS and NBS US will not violate any provision of, or be an event that is, or with the passage of time will result in, a violation of, or result in the acceleration of or entitle any Person to accelerate (whether after the giving of notice or lapse of time or both) any obligation under or pursuant to any license, lien, lease, agreement, instrument, order, award, judgment or decree to which CTC, NBS, or NBS US is a party or by which it or any of its assets is bound;

3.2.3 <u>Schedule B</u> is, to the best of the CTC Parties' belief, a true and correct list of all CTC Parties Patent Rights related to the CTC Patents, although its attachment hereto is by way of example only and is not intended to restrict or otherwise or in any way limit the CTC Intellectual Property defined above;

3.2.4 The CTC Parties own good and valid title to the CTC Intellectual Property. The CTC Parties make no warranties, express or implied, concerning validity or enforceability of the CTC Intellectual Property;

3.2.5 As of the date hereof, after giving effect to the Settlement Agreement (including, without limitation, this Agreement), the CTC Parties, either individually or taken as a whole, will not be insolvent (either because its or their financial condition is such that the sum of its or their debts is greater than the fair market value of its or their assets or because the fair saleable value of its or their assets is less than the amount required to pay its or their probable liabilities on its or their existing debts as they mature).

3.2.6 None of the CTC Parties has any present intention to file a petition in bankruptcy, or any basis to believe that any CTC Party will file, or have filed against it, any petition in bankruptcy in the future, and to their knowledge, no creditor of any of the CTC Parties has an intention to, or valid basis upon which to, file a petition in bankruptcy against any CTC Party in the future.

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ARTICLE 4 ARBITRATION

4.1 Any controversy or claim arising out of or relating to this Agreement, or the breach thereof, shall be settled by arbitration administered by the American Arbitration Association International Centre for Dispute Resolution in accordance with its then in force International Dispute Resolution Procedures. The arbitration hearing shall take place in Minneapolis, Minnesota before a single arbitrator. The arbitrator shall be appointed pursuant to the AAA Commercial Arbitration Rules. Judgment on the award rendered by the arbitrator may be entered in any court or courts having jurisdiction thereof.

ARTICLE 5 MISCELLANEOUS PROVISIONS

5.1 Bankruptcy of a Party. The Parties agree that if any Party files, or has filed against it, a petition in bankruptcy, this Agreement (including, without limitation, the licenses granted hereunder) shall not be terminated or rejected due to such bankruptcy action. By way of clarification, it is the intention of the Parties to protect the licenses granted hereunder as a matter of legal right if at all possible. Any controversy, claim, or issue arising out of or related in any way to this Agreement and arising in any bankruptcy action or proceeding, shall be resolved solely pursuant to this Agreement and under the procedures of Article 4 hereof.

5.2 Notices. Notices, consents, requests, demands and other communications permitted or required to be given hereunder will be deemed sufficient if given in writing and if delivered personally, by reputable overnight courier, by United States registered or certified mail, postage prepaid, return receipt requested, or by confirmed facsimile, telecopy, telegraph, telex or similar telegraphic communication equipment, addressed to the parties as set forth below or at such other addresses as the respective parties may designate by like communication from time to time. Communications so given will be effective upon: (a) receipt by the party to which notice is given; (b) on the fourth (4th) day following the date such communication was posted; or (c) the date of transmission, whichever occurs first.

If to DataCard	Lisa Tibbits
	General Counsel
	DataCard Corporation
	11111 Bren Road West
	Minnetonka, Minnesota 55447
	lisa_tibbits@datacard.com
With a copy to:	John B. Lunseth II
	Briggs and Morgan, P.A.
	2200 IDS Center, 80 South 8 th Street
	Minneapolis, Minnesota 55402
	jlunseth@briggs.com

If to the

Bryan Hills

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CTC Parties:

CEO NBS Technologies, Inc. 703 Evans Avenue, Suite 400 Toronto, Ontario CANADA M9C 5E9 E-Mail: bhills@nbstech.com

With a Copy To:

Laurence A. Silverman, *pro hac vice* Bracewell & Giuliani LLP 1251 Avenue of the Americas, 49th Floor New York, New York 10020-1104 Facsimile: 800-404-3970 E-Mail: larry.silverman@bgllp.com

5.3 Relationship of the Parties. Nothing in this Agreement shall be construed to constitute the parties as principal and agent, partners, joint venturers, co-owners or otherwise as participants in a joint undertaking. The parties understand and agree that, except as specifically provided for herein, neither party grants to the other party the power or authority to make or give any agreement, statement, representation, warranty or other commitment on its behalf, or to enter into any contract or otherwise incur any liability or obligation, express or implied, on its behalf, or to transfer, release or waive any of its right, title or interest.

5.4 Force Majeure. If the performance of any part of this Agreement by any party or of any obligation under this Agreement, is prevented, restricted, interfered with or delayed by reason of any cause beyond the reasonable control of the party liable to perform, unless conclusive evidence to the contrary is provided, the party so affected shall, on giving written notice to the other party, be excused from such performance to the extent of such prevention, restriction, interference or delay, provided that the affected party shall use its reasonable best efforts to avoid or remove such causes of nonperformance and shall continue performance with the utmost dispatch whenever such causes are removed. When such circumstances arise, the parties shall discuss what, if any, modification of the terms of this Agreement may be required in order to arrive at an equitable solution.

5.5 Successors and Assigns. This Agreement shall be binding on and shall inure to the benefit of the parties and their respective successors and assigns. Each and every successor in interest to any party, whether such successor acquires such interest by way of assignment, purchase, conveyance, pledge, hypothecation, foreclosure, or by any other method, shall hold such interest subject to all of the terms and provisions of this Agreement. The rights of the parties, and their successors in interest, as among themselves, shall be governed by the terms of this Agreement, and the right of any party, or successor in interest to assign, sell, or otherwise transfer or deal with its interests under this Agreement, shall be subject to the limitations and restrictions of this Agreement.

5.6 Amendment. No change, modification, or amendment of this Agreement shall be valid or binding on the parties unless such change or modification shall be in writing signed by the party or parties against whom the same is sought to be enforced.

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5.7 No Waiver. The failure of any party to insist on strict performance of a covenant hereunder or of any obligation hereunder shall not be a waiver of such party's right to demand strict compliance therewith in the future nor shall the same be construed as a novation of this Agreement.

5.8 Integration. This Agreement is an Exhibit to that certain Settlement Agreement entered into by the Parties, and such Settlement Agreement and its Exhibits constitute the entire agreement between the Parties as regards the subject matter hereof.

5.9 **Captions**. Titles or captions of articles, sections and paragraphs contained in this Agreement are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of this Agreement or the intent of any provision hereof.

5.10 Counterparts and Electronic Signatures. This Agreement may be executed in multiple copies, each of which shall for all purposes constitute an Agreement, binding on the parties, and each party hereby covenants and agrees to execute all duplicates or replacement counterparts of this Agreement as may be required. The counterparts of this Agreement may be executed and delivered by facsimile signature or by electronic signature by any of the parties to the other party, and the receiving party may rely on the receipt of such document so executed and delivered as if the original had been received.

5.11 Applicable Law. This Agreement shall be interpreted, construed and enforced in accordance with the substantive laws of the State of Minnesota, except that with respect to any issues concerning any patent, U.S. federal law will apply to the extent applicable.

5.12 Scverability. In the event any provision, clause, sentence, phrase, or word hereof or the application thereof in any circumstances, is held to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of the remainder hereof or of the application of any such provision, sentence, clause, phrase, or word in any other circumstances.

5.13 Costs and Expenses. Unless otherwise provided in this Agreement, each party shall bear all fees and expenses incurred in performing its obligations under this Agreement.

[Intentionally Left Blank; Signature Page Follows]

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[License Agreement – Signature Page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the date first above written.

DATACARD:

DATACARD CORPORATION

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By

يرد ودو والمرجود

Name: Todd Wilkinson Title: Chief Executive Officer

CTC:

CARD TECHNOLOGY **CORPORATION**

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. . . .

. . .

By_

Name: Bryan Hills Title: Chief Executive Officer

NBS:

NBS TECHNOLOGIES, INC.

By_____ Name: Bryan Hills Title: Chief Executive Officer

NBS US:

NBS TECHNOLOGIES (US), INC.

By _____ Name: Bryan Hills Title: Chief Executive Officer

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[License Agreement – Signature Page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the date first above written.

DATACARD:

DATACARD CORPORATION

By_

Name: Todd Wilkinson Title: Chief Executive Officer CTC:

CARD TECHNOLOGY CORPORATION

3/fills

Name: Bryan Hills Title: Chief Executive Officer

NBS:

By

NBS TECHNOLOGIES, INC.

By

Name: Bryan Hills Title: Chief Executive Officer

NBS US:

NBS TECHNOLOGIES (US), INC.

3 Hills

By _________ Name: Bryan Hills Title: Chief Executive Officer

DOCS-#3487164-v3

[License Agreement – Signature Page]

. . . .

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the date first above written.

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DATACARD:

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DATACARD CORPORATION

Ikinon By

Name: Todd Wilkinson Title: Chief Executive Officer

CTC:

CARD TECHNOLOGY CORPORATION

By_____

Name: Bryan Hills Title: Chief Executive Officer

NBS:

NBS TECHNOLOGIES, INC.

By _____ Name: Bryan Hills Title: Chief Executive Officer

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SCHEDULE A

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DataCard Patent Rights

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Schedule A

Patents at Issue in the DataCard Litigation and Related Patents and Patent Applications

U.S. Patent No. 5,266,781 and Related Patents and Utility Models

Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
US	5,266,781	07/745,597	Modular Card Processing System	11/30/1993	In Force	DataCard Corporation
US	5,451,037	08/079,467	Modular Card Processing System	9/19/1995	In Force	DataCard Corporation
Europe (EP)	0672281	92918873.8	Modular Card Processing System	Granted: 9/29/1999	In force in France, Germany, and Italy	DataCard Corporation
France	0672281 (based on EP 0672281)	92918873.8	Modular Card Processing System	Based on European patent granted 9/29/1999	In Force	DataCard Corporation
Germany	69230074 (based on EP 0672281)	92918873.8	Modular Card Processing System	Based on European patent granted 9/29/1999	In Force	DataCard Corporation
Germany	9219101 U1 (Utility Model)		Modular Card Processing System	11/13/1997	Expired	DataCard Corporation
Italy	929188738 (based on EP 0672281)	92918873.8	Modular Card Processing System	Based on European patent granted 9/29/1999	In Force	DataCard Corporation
Japan	3607954	2001- 306926	Indent Module	10/22/2004	Abandoned	DataCard Corporation
Spain	2139606 (based on EP 0672281)	92918873.8	Modular Card Processing System	Based on European patent granted 9/29/1999	Abandoned	DataCard Corporation

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Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
UK	0672281 (based on EP 0672281)	92918873.8	Modular Card Processing System	Based on European patent granted 9/29/1999	Abandoned	DataCard Corporation

Patent Applications Related to U.S. Patent No. 5,266,781

Country/ Jurisdiction	Patent Application No.	Title	Filing Date	Status	Owner
US	08/500,536	Modular Card Processing System	7/11/1995	Abandoned	i Turan alifamentari ya suta si ta su
РСТ	PCT/US92/06892	Modular Card Processing System	8/14/1992	Expired	DataCard Corporation
Europe (EP)	99101237.8	Modular Card Processing System	1/22/1999	Abandoned	DataCard Corporation
Europe (EP)	03000330.5	Modular Card Processing System	1/9/2003	Abandoned	DataCard Corporation
Europe (EP)	03000331.3	Modular Card Processing System	1/9/2003	Abandoned	DataCard Corporation
Hong Kong	98114225.1	Modular Card Processing System	8/14/1992	Abandoned	DataCard Corporation
Japan	5-504499	Modular Card Processing System	8/14/1992	Abandoned	DataCard Corporation
Japan	2001-257053	Module Type Input Hopper	8/27/2001	Abandoned	DataCard Corporation
Japan	2001-306925	Modular Card Processing System	8/27/2001	Abandoned	DataCard Corporation

Patent Reexaminations Related to U.S. Patent No. 5,266,781

Country	Reexamination Control No.	Patent No. of Reexamined Patent	Filing Date	Status	Patent Owner
US	90/008,201	5,266,781	8/31/2006	Reexamination Certificate Issued	DataCard Corporation

Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
US	6,474,925	09/375,394	Linear Personalization Machine	11/5/2002	In Force	DataCard Corporation
France	2775098	19980001828	Vertically Positioned, Linear Device for the Individualization of Smart Cards by Input of Personal Detail	5/12/2000	In Force	DataCard Corporation (purchased assets of Gilles Leroux SA)
Japan	4104792	19990230580	Linear Individualizing Device	4/4/2008	In Force	DataCard Corporation (purchased assets of Gilles Leroux SA)

U.S. Patent No. 6,474,925 and Related Patents

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Patent Applications Related to U.S. Patent No. 6,474,925

Country/ Jurisdiction	Patent Application No.	Title	Filing Date	Status	Owner
	99402031.1	Linear Personalisation	8/10/1999	Pending	DataCard Corporation
		Device			

Patent Reexaminations Related to U.S. Patent No. 6,474,925

Country	Reexamination Control No.	Patent No. of Reexamined Patent	Filing Date	Status	Patent Owner
US	90/008,208	6,474,925	8/31/2006	Reexamination Certificate Issued	DataCard Corporation
US	90/009,173	6,474,925	6/6/2008	Reexamination Certificate Issued	DataCard Corporation

U.S. Patent No. 7,806,338 and Related Patents

Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
US	7,806,338	11/832,481	Real Time Card Printing Systems and Methods	10/5/2010	In Force	DataCard Corporation

Patent Applications Related to U.S. Patent No. 7,806,338

Country/	Patent	Title	Filing	Status	Owner
Jurisdiction	Application No.		Date		
US	12/840,001	Real Time Card	7/20/2010	Pending	DataCard
		Printing Systems and Methods			Corporation
PCT	PCT/US08/71923	Real Time Card	8/1/2008	Expired	DataCard
		Printing Systems			Corporation
		and Methods			(purchased
					from
					Dynamic
					Solutions
					International)
Canada	2722297	Real Time Card	8/1/2008	Pending	DataCard
		Printing Systems			Corporation
		and Methods			(purchased
					from
					Dynamic
					Solutions
					International)

U.S. Patent No. 7,753,279 and Related Patents

Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
US	6,902,107	10/346,849	Card Personalization System and Method	6/7/2005	In Force	DataCard Corporation

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Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
US	7,458,515	11/111,456	Card Personalization System and Method for the Same	12/2/2008	In Force	DataCard Corporation
US	7,753,279	12/034,848	Card Personalization System and Method for the Same	7/13/2010	In Force	DataCard Corporation
Europe (EP)	1472648	03735038.6	Card Personalization System and Method	Granted: 4/16/2008	In force in Austria, France, Germany, Italy, and the Netherlan ds	DataCard Corporation
Austria	1472648 (based on EP 1472648)	20030735038T	Card Personalization System and Method	Based on European patent granted 4/16/2008	In Force	DataCard Corporation
France	1472648 (based on EP 1472648)	03735038.6	Card Personalization System and Method	Based on European patent granted 4/16/2008	In Force	DataCard Corporation
Germany	60320377.9 (based on EP 1472648)	60320377.9	Card Personalization System and Method	Based on European patent granted 4/16/2008	In Force	DataCard Corporation
Italy	1472648 (based on EP 1472648)	03735038.6	Card Personalization System and Method	Based on European patent granted 4/16/2008	In Force	DataCard Corporation
Japan	4447920	2003-564814	Card Personalization System and Method	1/29/2010	In Force	DataCard Corporation

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Country/ Jurisdiction	Patent No.	Patent Application No.	Title	Issue Date	Status	Owner
Netherlands	1472648 (based on EP 1472648)	03735038.6	Card Personalization System and Method	Based on European patent granted 4/16/2008	In Force	DataCard Corporation
South Korea	1014979	2004-7011667	Card Personalization System and Method	2/8/2011	In Force	DataCard Corporation
South Korea	0978176	2009-7021868	Roller for a Card Personalization System	8/19/2010	In Force	DataCard Corporation

Patent Applications Related to U.S. Patent No. 7,753,279

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Country/	Patent	Title	Filing	Status	Owner
Jurisdiction	Application No.		Date		
US	60/352,648	Card	1/28/2002	Expired	
		Personalization			
		System and Method			
US	12/794,888	Card	6/7/2010	Pending	DataCard
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	and the second	System and Method		an a	
PCT	PCT/US03/02474	Card	1/27/2003	Expired	DataCard
101		Personalization			Corporation
		System and Method	- - 	The second second second	
Europe (EP)	08005204.6	Card	3/19/2008	Pending	DataCard
Europe (22)		Personalization			Corporation
		System and Method			·
Europe (EP)	10155957.3	Card	3/9/2010	Pending	DataCard
		Personalization			Corporation
		System and Method	- 		
Hong Kong	09104114.4	Card	3/19/2008	Pending	DataCard
Holig Holig		Personalization			Corporation
		System and Method			
Hong Kong	11106759.5	Card	7/01/2011	Pending	DataCard
		Personalization			Corporation
		System and Method	· ·		1

Patent Reexaminations Related to U.S. Patent No. 7,753,279

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Country	Reexamination Control No.	Patent No. of Reexamined Patent	Filing Date	Status	Patent Owner
US	95/001,570	7,753,279	3/8/2011	Pending	DataCard Corporation

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Card Technology Corporation, NBS Technologies and NBS Technologies (US) Patent Rights

PATENT REEL: 026596 FRAME: 0694

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PATENTS AND PATENT APPLICATIONS IN FORCE

SYSTEM AND APPARATUS FOR SMART CARD 97921189.3 97921189.3 Austria Austria 14-Apr-97 Issued 26-Mar-03 894312 APPARATUS FOR SMART CARD 2729897 Austriai 14-Apr-97 Issued 20-Jul-00 717870 PERSONALIZATION 2729897 Austriai 14-Apr-97 Issued 20-Jul-00 717870 SYSTEM AND PERSONALIZATION 97921189.3 Belgium 14-Apr-97 Issued 26-Mar-03 894312 MART CARD PERSONALIZATION 919708673-8 Brazil 14-Apr-97 Pending SYSTEM AND SYSTEM AND 2251689 Canada 14-Apr-97 Issued 18-Sep-07 2251689 SYSTEM AND SYSTEM AND 2251689 Canada 14-Apr-97 Issued 2-Feb-05 Z1.97195304.X SYSTEM AND SYSTEM AND 97921189.3 Switzerland 14-Apr-97 Issued 2-Feb-05 Z1.97195304.X SMART CARD 97921189.3 Germany 14-Apr-97 Issued 26-Mar-03 69720201.1 APPARATUS FOR 97921189.3 Germany 14-Apr-97 Issued </th <th>TITLE</th> <th>SERIAL NUMBER</th> <th>COUNTRY/ JURISDICTION</th> <th>FILING DATE</th> <th>STATUS</th> <th>ISSUE DATE</th> <th>PATENT NUMBER</th>	TITLE	SERIAL NUMBER	COUNTRY/ JURISDICTION	FILING DATE	STATUS	ISSUE DATE	PATENT NUMBER
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TITLE	NUMBER	Finland	14-Apr-97	Issued	26-Mar-03	894312
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	100192.6	Hong Kong	14-Apr-97	Issued	9-Sep-05	1021424
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SMART CARD			4			
PERSONALIZATION	07001100.0	Til-1	14-Apr-97	Issued	26-Mar-03	894312
SYSTEM AND	97921189.3	Ireland	14-Apr-97	188060	20-1111-05	0,71512
APPARATUS FOR						
SMART CARD						
PERSONALIZATION					10.16 00	126583
SYSTEM AND	126583	Israel	14-Apr-97	Issued	12-May-02	120585
APPARATUS FOR						
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PERSONALIZATION						
SYSTEM AND	97921189.3	Italy	14-Apr-97	Issued	26-Mar-03	894312
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SYSTEM AND	2005243309	Japan	24-Aug-05	Pending		
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SMART CARD				1		
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	2009272710	Japan	24-Aug-05	Pending		······
SYSTEM AND	2009212110	[Jupan		6	i i i i i i i i i i i i i i i i i i i	
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PERSONALIZATION	00000000	Korea	14-Apr-97	Issued	5-Aug-05	10-0508351
SYSTEM AND	98708266	Kolea	14-Api-27	155000	5-114g 05	10 0000000
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SMART CARD						
PERSONALIZATION				x 1	12 5 02	210305
SYSTEM AND	PA/a/1998/008543	Mexico	14-Apr-97	Issued	13-Sep-02	210505
APPARATUS FOR						
SMART CARD						
PERSONALIZATION			• • •			
SYSTEM AND	97921189.3	Netherlands	14-Apr-97	Issued	26-Mar-03	894312
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SYSTEM AND	19984821	Norway	14-Apr-97	Allowed		
APPARATUS FOR	19901021				·	
SMART CARD						
PERSONALIZATION						ta da anti-
SYSTEM AND	332406	New Zealand	14-Apr-97	Issued	10-May-01	332406
APPARATUS FOR	552100	1.0.0				*
SMART CARD						
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SYSTEM AND	97921189.3	Portugal	14-Apr-97	Issued	26-Mar-03	894312
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SMART CARD						
PERSONALIZATION						
SYSTEM AND	98120446	Russian Fed	14-Apr-97	Issued	9-Mar-05	2260849
APPARATUS FOR	30120440	icussium i ou			, 	
SMART CARD						
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SYSTEM AND	97921189.3	Sweden	14-Apr-97	Issued	26-Mar-03	894312
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APPARATUS FOR						
SMART CARD						
PERSONALIZATION	9805406-7	Singapore	14-Apr-97	Issued	18-Apr-00	57074
SYSTEM AND	9803400-7	Singapore	14-2h-21	100000	10 Mpi 00	57677
APPARATUS FOR						
SMART CARD						
PERSONALIZATION	00/755 450	USA	22-Nov-96	Issued	30-Mar-99	5889941
SYSTEM AND	08/755,459	USA	ZZ-INOV-90	188060	-30-iviai-33	5002241
APPARATUS FOR						
SMART CARD			-			
PERSONALIZATION		XTC 4	04.4	Tainia J	11-Jan-00	6014748
SYSTEM AND	09/139,163	USA	24-Aug-98	Issued	11-Jan-00	0014740
APPARATUS FOR			- 1			
SMART CARD						
PERSONALIZATION			10.0.00	D. J.		<u></u>
SYSTEM AND	09/416,252	USA	12-Oct-99	Pending		
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SMART CARD				· .		
PERSONALIZATION		·····				
SYSTEM AND	12/987,875	USA	10-Jan-11	Pending		
APPARATUS FOR						
SMART CARD						
PERSONALIZATION						······
SMART CARD	2010241355	Australia	11-May-99	Pending		
PERSONALIZATION						
IN A MULTISTATION						
ENVIRONMENT						
SMART CARD	PI9910382-6	Brazil	11-May-99	Pending		
PERSONALIZATION						
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ENVIRONMENT						
SMART CARD	2331494	Canada	11-May-99	Issued	20-Jul-10	2331494
PERSONALIZATION						
IN A MULTISTATION						
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SMART CARD	2709296	Canada	11-May-99	Pending		
PERSONALIZATION	2,072,0		-	-		
IN A MULTISTATION						
ENVIRONMENT				· [ar a grann grann
	99808521.9	China	11-May-99	Issued	2-Jun-10	ZL99808521.9
SMART CARD	99000021.9	China	11-May 22	105400		
PERSONALIZATION						
IN A MULTISTATION						
ENVIRONMENT	00001884.5	EPO	11-May-99	Pending		
SMART CARD	99921884.5	EPU	11-May-99	rending		
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SMART CARD	2000548844	Japan	11-May-99	Pending	i.	
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SMART CARD	2010061547	Japan	11-May-99	Pending		
PERSONALIZATION						
IN A MULTISTATION						•
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SMART CARD	10-2000-7012609	Korea	11-May-99	Pending		
PERSONALIZATION			-			
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SMART CARD	PI99001867	Malaysia	11-May-99	Issued	30-Apr-04	MY-117046-A
PERSONALIZATION	1155001007	intuit joint				
IN A MULTISTATION						
ENVIRONMENT	88107595	Taiwan R.O.C.	11-May-99	Issued	20-Jun-00	112179
SMART CARD	80107393	Talwall K.O.C.	11-widy-22	155404	20 0441 00	
PERSONALIZATION	,				i.	: •
IN A MULTISTATION						
ENVIRONMENT	00/07/ 000	TTOA	11 1609	Issued	6-Mar-01	6196459
SMART CARD	09/076,022	USA	11-May-98	Issued	0-11/121-01	0190439
PERSONALIZATION			-		-	
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SMART CARD	10/693,836	USA	23-Oct-03	Issued	10-Mar-09	7500601
PERSONALIZATION						
IN A MULTISTATION					-	
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SMART CARD	12/364,292	USA	2-Feb-09	Pending		
PERSONALIZATION	í					
IN A MULTISTATION					1	
ENVIRONMENT						
VIRTUAL CARD	88112208	Taiwan R.O.C.	19-Jul-99	Issued	9-Mar-01	122085
PERSONALIZATION	00112200					
SYSTEM	09/126,363	USA	30-Jul-98	Issued	13-Mar-01	6202155
VIRTUAL CARD	09/120,203	03A	J0-Jui-90	100400	15 1.101 01	0202155
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SYSTEM AND APPARATUS FOR SYSTEM AND PERSONALIZATION03075844.5Austria14-Apr-97European patent was revoked27-Sep-06341052 (based on EP 1333408)SYSTEM AND SYSTEM AND SYST	TITLE	SERIAL NUMBER	COUNTRY/ JURISDICTION	FILING DATE	STATUS	ISSUE DATE	PATENT NUMBER
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SYSTEM AND03075844.5Monaco14-Apr-97European patent was revoked27-Sep-061333408APPARATUS FOR SMART CARD PERSONALIZATIONDescriptionDescriptionDescriptionDescriptionDescription							
APPARATUS FOR patent was SMART CARD revoked		03075844.5	Monaco	14-Apr-97		27-Sep-06	1333408
SMART CARD revoked					1 4		
PERSONALIZATION					revoked		
SYSTEM AND 03075844.5 Netherlands 14-Apr-97 European 27-Sep-06 1333408	and the second	03075844.5	Netherlands	14-Apr-97	European	27-Sep-06	1333408
APPARATUS FOR patent was			-	1	1 7	-	
SMART CARD revoked					revoked		
PERSONALIZATION							

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	SERIAL NUMBER	COUNTRY/ JURISDICTION	FILING DATE	STATUS	ISSUE DATE	PATENT NUMBER
TITLE	03075844.5	Portugal	14-Apr-97	European	27-Sep-06	1333408
SYSTEM AND	03073844.3	ronugai	14-2401-57	patent was		
APPARATUS FOR				revoked		
SMART CARD				ICVORCO		
PERSONALIZATION			14 4 07	European	27-Sep-06	2272885
SYSTEM AND	03075844.5	Spain	14-Apr-97		27-3ep-00	(based on
APPARATUS FOR				patent was		EP 1333408)
SMART CARD				revoked		EF 1555400)
PERSONALIZATION	a second a solida d'ALC				07.0	1000400
SYSTEM AND	03075844.5	Sweden	14-Apr-97	European	27-Sep-06	1333408
APPARATUS FOR				patent was		
SMART CARD				revoked		
PERSONALIZATION						
SYSTEM AND	03075844.5	Switzerland	14-Apr-97	European	27-Sep-06	1333408
APPARATUS FOR				patent was		
SMART CARD				revoked		
PERSONALIZATION						
SYSTEM AND	03075844.5	United Kingdom	14-Apr-97	European	27-Sep-06	1333408
APPARATUS FOR				patent was		
SMART CARD				revoked		
PERSONALIZATION						
2111	60/015,743	USA	15-Apr-96	Expired		
SYSTEM AND	00/013,743	USA	15-710-20	LAPHOG		
APPARATUS FOR						
SMART CARD						
PERSONALIZATION			0.2 1 0.7	Abandoned		
SYSTEM AND	11/626,219	USA	23-Jan-07	Abandoned		
APPARATUS FOR						
SMART CARD						
PERSONALIZATION						
SYSTEM AND	PCT/US97/06204	PCT	14-Apr-97	Expired		
APPARATUS FOR						
SMART CARD						
PERSONALIZATION						
VIRTUAL CARD	PCT/US99/15834	PCT	14-Jul-99	Expired		
PERSONALIZATION						
SYSTEM						
SYSTEM AND	9-537290	Japan	14-Apr-97	Abandoned	1	
APPARATUS FOR	5 55 1250					
SMART CARD						
PERSONALIZATION	09/798,455	USA	2-Mar-01	Abandoned		
SMART CARD	09/190,433	USA	2-11101-01	1 soundonod		
PERSONALIZATION	1					
IN A MULTISTATION						1
ENVIRONMENT			11-May-99		-	
SMART CARD	PCT/US99/10328	PCT	11-1v1ay-99	Expired		
PERSONALIZATION						
IN A MULTISTATION						
ENVIRONMENT				1		
SMART CARD	2007200855	Australia	27-Feb-07	Lapsed	1	
PERSONALIZATION						
IN A MULTISTATION						
ENVIRONMENT						
SMART CARD	2003236380	Australia	20-Aug-03	Lapsed		1
PERSONALIZATION						ł
PERSONALIZATION					<u></u> .	l

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TITLE	SERIAL NUMBER	COUNTRY/ JURISDICTION	FILING DATE	STATUS	ISSUE DATE	PATENT NUMBER
IN A MULTISTATION ENVIRONMENT		, , , , , , , , , , , , , , , , , , ,		1674 Par Sugara cara se		
SMART CARD PERSONALIZATION IN A MULTISTATION ENVIRONMENT	19990038985	Australia	11-May-99	Lapsed		

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PATENT REEXAMINATIONS

COUNTRY	REEXAMINATION CONTROL NO.	PATENT NO. OF REEXAMINED PATENT	FILING DATE	STATUS
USA	90/008.519	6,014,748	6-Mar-07	Reexamination Certificate Issued
USA	90/008,520	5,889,941	19-Mar-07	Reexamination Certificate Issued
USA	90/008,517	6,196,459	5-Mar-07	Reexamination Certificate Issued
USA	90/010,717	6,196,459	19-Nov-09	Reexamination Certificate Issued

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Exhibit C

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Patent Security Agreements

PATENT SECURITY AGREEMENT

Dated: July 2, 2011

WHEREAS, NBS TECHNOLOGIES, INC., an Ontario corporation at 703 Evans Avenue, Suite 400, Toronto, Ontario, M9C 5E9, Canada ("NBS"), CARD TECHNOLOGY CORPORATION, a Delaware corporation and a wholly owned subsidiary of NBS Technologies, Inc., at 10925 Bren Road East, Hopkins, MN 55343-9613 ("CTC"), and NBS Technologies (US), Inc., a wholly owned subsidiary of CTC (collectively, together with its successors and assigns, the "<u>Grantor</u>"), own the patents, patent registrations and patent applications listed on <u>Schedule 1</u> annexed hereto, and are parties to the patent licenses listed on <u>Schedule 1</u> annexed hereto (collectively the "<u>Patents</u>"); and

WHEREAS, Grantor and DATACARD CORPORATION, a Delaware corporation, at 11111 Bren Road West, Minnetonka, MN 55343, (herein, together with its successors and assigns, "<u>Grantee</u>"), are parties to a certain License Agreement dated as of July ____, 2011 (as same may be amended, restated, supplemented or otherwise modified from time to time, the "<u>License Agreement</u>"); and

WHEREAS, to secure payment and performance of the Grantor's obligations under the License Agreement, the Grantor wishes to grant to the Grantee a security interest in all of the Grantor's right, title and interest in, to and under and to the Patents, together with the other interests constituting the Patent Collateral, as defined below;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees with the Grantee as follows:

1. <u>Grant of Security Interest</u>. As collateral security for the payment and performance of the Secured Obligations (as defined below), Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "<u>Patent</u> Collateral"), whether presently existing or hereafter created or acquired:

(a) each Patent referred to in <u>Schedule 1</u> annexed hereto;

(b) with regard to each Patent, any continuation, continuation-in-part, division, reexamination, reissue, extension, substitution, renewal, foreign counterpart, application, or equivalent of that Patent, any patent applications related to any of the foregoing or claiming priority to any patent or patent application to which any of the foregoing claim priority, and any claim of any United States or foreign patent or patent application on which foreign patent or foreign patent application a claim of priority is made upon one or more of the referenced patents.

2. <u>Secured Obligations</u>. The security interest granted hereunder shall secure the payment and performance of all obligations of the Grantor under the License Agreement and all losses and damages, including without limitation bankruptcy related attorneys' fees, that may be incurred by the Grantee as a result of (a) the disclaimer, termination, rejection, repudiation or revocation of the License Agreement in any bankruptcy, receivership or insolvency proceedings affecting the Grantor; or (b) a material impairment caused by Grantor, its Affiliates, or its successors and assigns to the rights granted under the License Agreement, provided, however, that in the event of an impairment to the rights granted under the License Agreement Grantee shall not exercise any of its rights or remedies

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PATENT REEL: 026596 FRAME: 0703

RECORDED: 07/15/2011