

# Eclipse Market Research Project Agreement



The Eclipse Foundation plans to undertake a market research study to better understand the Eclipse user community. The market study will be conducted as custom research by an independent market research company. Eclipse Foundation member companies (“Sponsoring Companies”) interested in gaining access to the full research results of this study (“Research Results”) will be required to fund this project. The amount of funding will be determined by the annual revenues for each company with an option, if applicable, to increase payment to obtain access to the raw data. Please see the funding formula table below for specific details.

**The Research Results and raw data, if applicable, are provided to the Sponsoring Company on an “AS IS” basis. The Eclipse Foundation makes no representations, warranties, conditions or covenants of any kind whatsoever related to the Research Results and/or the raw data, including without limitation the implied warranties of merchantable quality or fitness for a particular purpose.**

**The Eclipse Foundation shall have no liability of any kind whatsoever for any costs, losses or damages of any kind whatsoever including without limitation direct, indirect, special, incidental, exemplary or consequential, howsoever caused or arising which are in any way related to this Agreement, the Research Results and/or the raw data.**

The Sponsoring Company agrees that it will not disclose the complete Research Results or the complete raw data to anyone, provided however, the Sponsoring Company shall have the right to use reasonable portions of the Research Results and the raw data for marketing and business development purposes, including but not limited to making presentations to customers, investors and business partners. Sponsoring Company agrees that if it wishes to make any statement in press releases, presentations at trade shows or advertising referring to the Research Results and/or the raw data and wishes to attribute such statement to the marketing research company, Sponsoring Company shall obtain the written consent of the marketing research company to make such statement, prior to making the statement. The Sponsoring Company acknowledges that the Research Results and raw data are subject to certain restrictions and limitations imposed by the agreement between the marketing research company and the Eclipse Foundation and the Sponsoring Company agrees not to do or fail to do anything which would constitute a breach of that Agreement.

Sponsoring Company acknowledges and agrees that the Eclipse Foundation will prepare a short executive summary on the Research Results and will make that summary available, at no charge, to all members of the Eclipse Foundation.

This document serves as a binding contract between the Eclipse Foundation and those Sponsoring Companies who wish to gain access to the Research Results and, if applicable, the raw data. Please review and fill in the billing information and sign below.

Authorized Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_ Title: \_\_\_\_\_

Sponsoring Company Name: \_\_\_\_\_

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## Billing Information

Sponsoring Company: \_\_\_\_\_

Street/Billing address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip code: \_\_\_\_\_

Phone number: \_\_\_\_\_ Fax: \_\_\_\_\_

Sponsoring Company Purchase Order: \_\_\_\_\_  
Please attach a copy of the purchase order to this agreement

Primary contact: \_\_\_\_\_ Title: \_\_\_\_\_

Email: \_\_\_\_\_ Fax: \_\_\_\_\_

Price Due: \_\_\_\_\_  
 (see table below for details)

Upon receipt of the signed Agreement you will be invoiced for the full amount of the Funding Fee. Funding Fees are non-refundable, except in the event that the Eclipse Foundation is unable to conclude an agreement with an independent market research company. All orders must be finalized and payment received by February 25, 2005.

**Fax completed agreement and purchase order to: 613-224-5172 Attn: Ian Skerrett**

Remit to: Eclipse Foundation  
 c/o Market Study  
 188 Cherokee Road  
 Asheville, NC 28804                      Eclipse Foundation EIN# 20-0838203

If you have any questions, please contact: Ian Skerrett, 613-224-9461 ext. 227

### Funding Forumla

Sponsoring Company Annual Revenue	Funding Fee	Deliverables
\$1B+	\$10,000*	Input into study design, full written report, telecon review of results with vendors, <b>raw data</b>
\$200M - \$1B	\$6000	Same minus raw data
\$10M - \$200M	\$3500	Same minus raw data
< \$10M	\$1500	Same minus raw data

\*Any Sponsoring Company, regardless of size, can get access to the raw data by sponsoring at the \$10,000 level