[INSERT DATE]

*Finance Office*

[INVENTOR NAME]

[INVENTOR ADDRESS]

*(518)434-7050*

Re: [SUBJECT INFORMATION]

Dear [NAME],

As you are aware, The Research Foundation for The State University of New York (“RF”) holds equity in [COMPANY NAME] pursuant to a license agreement for technology dated [INSERT DATE], of which you are one of the inventors. On behalf of the inventors of this licensed technology, [INSERT UNIVERSITY] has requested that the RF continue to hold the inventor’s share of equity until such time as this office is notified to release these shares to the inventor.

The campus and the inventor(s) understand that the value of these shares is subject to fluctuation over time and the RF is not responsible or liable for any change in their value. By signing this letter, you agree to hold the RF harmless from and against any changes in the value of these shares and any tax consequences resulting from this request. We recommend you contact your tax advisor regarding this matter.

Please sign this letter where indicated below and return it to my office at your earliest convenience to acknowledge this understanding.

Sincerely,

Paul Kutey, Research Foundation CFO

Acknowledged and Agreed:

Signature and Date of inventor