

Master Services Agreement “MSA” “EXHIBIT A”

This STATEMENT OF WORK (“SOW”) is entered into between IVI Technologies, Inc. and Client. The SOW is governed by the Master Services Agreement “MSA” signed between IVI Technologies and Client.

This SOW is approved by:

IVI Technologies, Inc.

Client

_____ (see Quote, Order, On-Line Sale, Invoice or Payment for Info)

1.0 Statement of Work / Document of Understanding

Scope of Services, Deliverables, Charges, and other applicable terms

This Statement of Work (SOW) defines the scope of work to be accomplished by IVI Technologies, Inc. Changes to this SOW will be processed according to the procedure described in Appendix 1: “Project Change Control Procedure”.

1.1 Project Scope/Deliverables

The objective of this task is to provide Client with Time and Material services required to help Client:

Deliverables:

1. (see Quote, Order, On-Line Sale, Invoice or Payment for Info)

1.2 Key Assumptions

- Client will provide the necessary technical support and resources.
- Client will provide the necessary system administration support and resources to assist in the administration and operation of the solution environment.
- Client will assign and have in place a Project Manager prior to the commencement of any work.
- The Client Project Manager will be the point of contact for IVI Technologies, Inc.
- All activities for this project may be performed remotely.
- IVI Technologies, Inc. will provide services under this Statement of Work during normal business hours Monday through Friday, excluding holidays or during mutually agreed upon times.
- Any changes to project scope will be handled with a Project Change Control Procedure, as described in Appendix 1, and would affect time of delivery and cost.

1.3 Charges & Payment Schedule

All hours are pre-paid.

All pre-approved travel expenses, if any, will be reimbursed at actual cost.

Any additional hours will be billed separately using a PCR.

Appendix 1: Project Change Control Procedure

The following provides a detailed process to follow if a change to this Statement of Work (SOW) is required.

- A Project Change Request (PCR) will be the vehicle for communicating change. The PCR must describe the change, the rationale for the change and the effect the change will have on the project.
- The designated Project Manager of the requesting party will review the proposed change and determine whether to submit the request to the other parties.
- The Project Manager will review the proposed change and approve it for further investigation or reject it. IVI Technologies, Inc. will specify any charges for such investigation. If the investigation is authorized, the Project Managers will sign the PCR, which will constitute approval for the investigation charges. IVI Technologies, Inc. will invoice Client for any such charges. The investigation will determine the effect that the implementation of the PCR will have on price, schedule and other terms and conditions of the *Agreement*.
- A written Change Authorization must be signed by IVI Technologies, Inc. and Client to authorize implementation of the investigated changes.