

MEMORANDUM OF UNDERSTANDING

The Reproductive Genetic Institute and _____ hope to formulate a working connection between the two companies to help establish _____ IVF/PGD Laboratory as a fully functional, all inclusive laboratory. Below is a list of items RGI will provide as part of the collaboration agreement. Under this agreement, _____ understands that they will be paying a onetime fee for the consulting and training of employees and will have to pay an additional fee for additional services as they arise. All work will be done in Chicago at RGI.

_____ also understands that they will be solely responsible obtaining all necessary authorizations, permits, contracts, etc. _____ will also be responsible for establishing relationships with companies for buying products, leasing equipment, and servicing such equipment.

RGI will provide the methodology and "how to" get _____ started and will be there to help further _____'s growth and development.

OVERVIEW OF POTENTIAL LONG TERM COLLABORATION AGREEMENT

RGI will provide

1. Set up program for _____ IVF Lab to provide PGD services on site.
2. Set up ART Bank / Embryo and Oocyte Bank.
3. On site Visits by RGI personnel for both training and clinical cases (Travel costs to be paid by _____)
4. PGD kit development for patients with molecular disorders (at additional cost per kit)
5. Consulting services on long term bases which will include the following:
 - a. Posting their company logo on our web site.
 - b. Establishing the link between the two companies' web sites.
 - c. Adding their Center to the list of our Global partners as a remote Satellites' Center.
 - d. Commitment to provide continuous training to _____ staff in our facility per Collaboration Agreement (additional standard training fees per person applied).*
 - e. Cooperation in Donor & Surrogate mother program.

*With the initial agreement, RGI will train an unlimited number of employees under the collaboration fee. After that point, there will be a fee per person for continuing education as new techniques and new technologies arise.

SCOPE OF SERVICES OFFERED BY RGI FOR ONE TIME CONSULTING FEE

PGD LAB SET UP

RGI will provide

1. List of the necessary equipment for PGD Lab on site.
2. Complete training and certification of PGD lab technicians.
3. RGI personnel for the first batch cycle
4. Procedural or supporting documentations such as: consent forms; legal documents; patient's paper work, etc.
5. Establishing genetic counseling services such as screening and training staff for their office.

ART BANK SET UP

RGI will provide

1. List of equipment necessary to set up and operate ART Bank.
2. Required documentation to support the oocyte bank.
3. Processes and procedures to run the oocyte bank.
4. Complete training and certification of lab personnel in latest ART techniques in RGI facility.

Oleg Verlinsky
CEO RGI

