

Notice of Software Security and Escrow Arrangement of WorldSharp Technologies, Inc.

WorldSharp Technologies, Inc. considers protecting your investment in provided software to be very important. To that end, WorldSharp has taken a number of steps to insure continued security, maintenance and service of the software.

Escrow Agreement:

WorldSharp Technologies, Inc. agrees to deposit the source code for its Software Systems with an Escrow Agent. This is to insure maintenance continuity for clients using those Software Systems in the event of bankruptcy, insolvency, dissolution or abandonment of WorldSharp Technologies, Inc. These conditions will trigger what is called Release Activation. In some cases the deposited material could also be used in disaster recovery.

Escrow Agent:

Tomas K Nims & Associates, Albuquerque, NM (505) 898-3941

Escrow Deposits:

WorldSharp Technologies, Inc. will deliver to the Escrow Agent the source code, any required object code, documentation and a compiled executable copy of the latest version of covered software. This will be delivered on machine-readable media that is reasonable for the Escrow Agent to store. This material will include instructions and programmer notes that might be necessary to maintain and compile the software. This material will be delivered quarterly. At the option of WorldSharp Technologies, Inc., this material may be delivered more often if major updates to the software occur.

Current Clients:

WorldSharp Technologies, Inc. will deliver to the Escrow Agent a list (with names, addresses, contact information and next due date) of the WorldSharp Technologies, Inc. clients that have paid maintenance contracts. Information for clients with expired or past due maintenance contracts will not be delivered to Escrow Agent.

Escrow Agent Duties:

The Escrow Agent will store the material in a reasonably safe environment suitable for electronic media. The Escrow Agent may destroy material that is over one year old. In the event of Release Activation, the Escrow Agent will immediately make a copy of the current material and move that copy to an off site location for disaster recovery.

Upon Release Activation:

Upon determining that Release Activation should occur, either by notification of WorldSharp Technologies, Inc. or a client of WorldSharp Technologies, Inc., the Escrow Agent is instructed to do the following. At the Escrow Agent's discretion, he will do one of the following. 1. Start maintaining the software systems and continue to bill and honor all of the existing maintenance contracts. 2. Locate another Software Company to take over maintenance of the software systems and continue to bill and honor all of the existing maintenance contracts. 3. Notify current clients that they may request copies of the source code materials. If the third item is chosen, the Escrow Agent will ship copies of the most current material to each client requesting copies as soon as that client pays a \$200 fee for the copying, handling and shipping. A client receiving the material may only use the material for his company and must still follow all of the provisions of the maintenance contract. **Release Activation does not mean the source code is released into public domain.** All copyrights, patents and trademarks pertaining to the software are transferred to the Escrow Agent unless otherwise stipulated by a bankruptcy court.

If you have any questions about this policy, call or contact WorldSharp Technologies, Inc., P.O. Box 699, Angel Fire, NM 87710 (505)445-2504