Wind River Systems
226 East De La Guerra Street, Suite 4
Santa Barbara, CA 93101
Phone: (805) 965-0260
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February 5, 2002

Won Kim
Jet Propulsion Laboratory
4800 Oak Grove Drive
Pasadena, CA 91109

Phone 818-354-5047
Fax 818-393-5007
Email won.kim@jpl.nasa.gov

Quotation Reference No.: 1-IKGK - 1

Dear Won,

Wind River is pleased to respond with the following proposal for the use of Wind River products at Jet Propulsion Laboratory on the "Rocky X RoverTransition of 6 seats" project at your Pasadena facility. This proposal provides Jet Propulsion Laboratory with a complete development system. I have also included additional components and development tools as we discussed.

To expedite your order, please have your purchasing department fax your purchase order to the attention of Sunny Kim at (510) 749-2011. We are excited about the opportunity to work with Jet Propulsion Laboratory on this project. Please do not hesitate to call me at (805) 965-0260 if you have any questions regarding this proposal.

Sincerely,

Paul Farmer
Account Manager
Wind River Systems
Paul.Farmer@windriver.com

1-IKGK - 1

List of Products to be licensed by **Jet Propulsion Laboratory**

Description	Product Number	# of Users	Total Price
Tornado Transition Fee for Rocky X Rover project	130-3012-NN	10	$7,500.00
Transition to Tornado Professional Package Includes: - Core Tornado Tools - WindView Diagnostic and Analysis Tool Your choice of any two of the following WindPower Tools: VxSim, Scope Pak, Performance Pak, CodeTest for Tornado / Coverage Module, or CodeTest for Tornado / Memory Module		10	$30,000.00
Total			$37,500.00

TERMS AND CONDITIONS

1. **Tornado Development Environment License Terms**

The Tornado Development Environment and Optional WindPower Development Tools are licensed to a specific company, at a specific site, for a host computer, and a number of users. "Site" shall mean the customer's street address where the software will be installed and used, and where development work on the project will be carried out. Jet Propulsion Laboratory may make use of the Tornado Development Environment at the site only. The Tornado Development Environment is not project restricted.

OEM Project License Terms

VxWorks is available through a VxWorks OEM License. A VxWorks OEM License is specific to a company for a project. A project is defined by product, site, and processor type. At least one VxWorks OEM License must be executed for every project that will ship a production version of a VxWorks Target Application.

Use of CUSTOMER Name. Jet Propulsion Laboratory agrees that Wind River may use Jet Propulsion Laboratory's name and may disclose that Jet Propulsion Laboratory is a licensee of Wind River products in Wind River's advertising, press, promotion and similar public disclosures with respect to the Licensed Software; provided, however, that such advertising, promotion or similar public disclosures shall not indicate that Jet Propulsion Laboratory in any way endorses any Wind River products, without prior written permission from Jet Propulsion Laboratory. Jet Propulsion Laboratory agrees that, upon Jet Propulsion Laboratory's public announcement of any product designed with or containing the Wind River products, Wind River may publicly disclose the nature of the Wind River involvement in said project.

2. **Payment Terms and Delivery**

- F.O.B. point is origin.
- All payments are Net 30 days upon approval of credit.
- Remit payments to: Wind River Systems
P.O. Box 7250
San Francisco, CA 94120-7250
- All items will be taxed unless otherwise specified on your Purchase Order. If these items are tax exempt or for resale, please include a copy of the appropriate certificates with your Purchase Order.
- The product will be delivered within 15 days of receipt of a Purchase Order.

3. **Sales Tax**

Items listed above will be taxed unless otherwise specified on your purchase order. If items are not taxable your Purchase Order must clearly state the type of exception being claimed and the associated exemption number. Additionally, a copy of the appropriate certificate must be included with your Purchase Order, if Wind River does not already have a copy on file.

To verify that Wind River already has a copy of your certificate please call your Inside Sales Representative, Sunny Kim at 800.545.9463.

Please note Support Contracts will be subject to Sales Tax in most states as the contract includes product upgrades which are treated as Tangible Personal Property. Wind River Systems Inc. assesses the appropriate General, Harmonized and Quebec Sales Taxes on all Sales shipped to Canada.

4. **Assignment of Purchase Orders**

Wind River's rights and obligations in connection with any Purchase Order issued by Customer may be assigned by Wind River to a Wind River affiliate, in whole or in part, at Wind River's sole discretion. Purchase Orders placed with a Wind River affiliate may be assigned by such affiliate, in whole or in part, at such affiliate's sole discretion, to Wind River. In order to expedite combination orders, please issue one Purchase Orders per Wind River affiliate.

This quotation constitutes Wind River's offer to provide the products and services described herein and is made on the express condition that the terms and conditions of any resultant transaction shall be solely those of this quotation, and the provisions of Wind River's standard license, support and maintenance or service agreements as applicable. Your purchase order issuance, use of the products or acquiescence to the performance of the services constitutes your acceptance of this quotation under those terms. Alternate provisions contained in any purchase order or other communication from you are superseded and shall have no effect nor in any circumstance bind Wind River.

5. **Valid**

Prices quoted are valid from 1/24/2002 to 1/30/2002.