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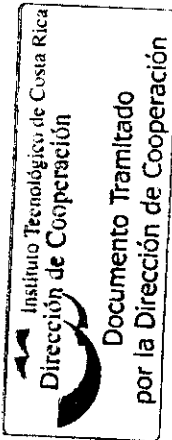
**Memorandum of Understanding
between
Emerson Process Management Costa Rica
Limitada
and the Instituto Tecnológico de Costa Rica**

Costa Rica Emerson Engineering Centre (hereafter called CREEC) and the Electronic Engineering Department of the Technological Institute of Costa Rica (here after called IE-ITCR) have agreed to work together in the future by cooperating in training students and providing project experience. Specifically, IE-ITCR is committed to include as part of an elective course the use of the donated equipment related with Process Control and Project Engineering.

1. CREEC, Costa Rica has decided to donate DeltaV hardware and system software as listed in Annex I of this Memorandum of Understanding to the Electronic Engineering Department at the ITCR.
2. CREEC commits to keep the equipment updated to the latest revisions of DeltaV software and further consider making additions to the equipment if it enhances the use and capability.

IE-ITCR agrees to:

3. Provide, in the future, suitable room for installing DeltaV hardware.
4. Use the system solely for training students.
5. IE-ITCR will maintain the equipment in a clean environment and agrees to allow CREEC personnel to inspect the equipment with 24 hours notice.
6. Not to use the system for any commercial activity.



Vo.Bo.



7. Through the Donation Act place a requirement on:

Emerson Process Management Costa Rica Limitada,
Eurocenter II, 6to piso,
Frente de Cenada,
Barreal de Heredia,
Heredia, Costa Rica.

For the attention of Philip Hunt

The document should specify, that the material is being gifted by Emerson Process Management Costa Rica Limitada and that no amount is payable.

8. CREEC will train one staff member of IE-ITCR, Electronic Engineering Department in DeltaV and help them set up the equipment and training courses. CREEC also agrees, in the future, to send employees as visiting lecturers for advanced topics in the subject of DCS.

9. IE-ITCR will encourage students to undertake projects using DeltaV. CREEC agrees to appoint their employees as external mentors for such project students.

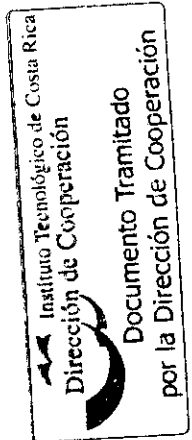
10. IE-ITCR shall display a notice board in the lab, that this DeltaV system is gifted by Emerson Process Management Costa Rica Limitada .

11. Emerson has investment plans in Costa Rica and from time to time various dignitaries from Emerson visit Costa Rica. ITCR agrees to extend courtesy to such Emerson visitors.

Agreed in Cartago on 12 day of 06 in the year 2008.

Mr Philip Hunt
Special Projects Director
Emerson Process Management
Costa Rica Limitada

M.Sc. Eugenio Trejos B
Rector
Instituto Tecnológico de Costa Rica.



Vo.Bo.



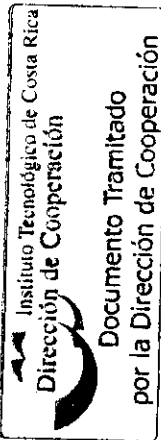
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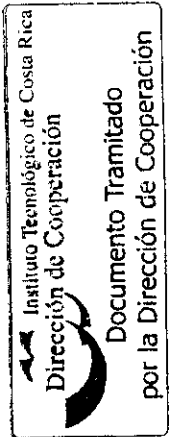
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