

**MEMORANDUM OF UNDERSTANDING
WITH RESPECT TO
INTELLECTUAL PROPERTY**

BETWEEN:

The Sir Sandford Fleming College of Applied Arts and Technology
(the "College")

-and-

Queen's University at Kingston
(the "University")

-and-

AQUA Treatment Technologies Ltd.
(the "Industry Partner")

Purpose

The purpose of this memorandum of understanding is to describe a general arrangement for the management of intellectual property that might arise out of applied research and innovation projects undertaken through funding provided by the College and Community Innovation Program, specifically the College-University Idea to Innovation Grant (CU-I2I) grant #437621-12.

Definition of Intellectual Property (IP)

Intellectual Property (IP) includes technical information, know-how, inventions, models, patents, drawings, specifications, prototypes, computer software, and other creations that can be protected under patent, copyright or trademark laws and industrial design laws.

Background.

It is the goal of the College through the College and Community Innovation Program to bring together companies, faculty and students to conduct applied research, development and innovation activities that will help companies become more competitive and successful.

This Intellectual Property memorandum of understanding is designed to respect and protect ownership of IP, and is based on the following principles.

Principles.

- a) The intent is for ownership of IP produced during a research and development project with the Industry Partners to be owned by the Industry Partners.
- b) Students must be involved with faculty in the research and development activity.
- c) The Industry Partner must be actively involved in the research and development activity.
- d) Research results may be disseminated in a variety of ways. The intent is for students to be able to include information about the research and development project in their CVs, and for faculty to be able to infuse learning from the project into curriculum for the benefit of future students.

Terms of the Agreement

Intellectual Property that results from a research and development project between the College, University and the Industry Partners normally resides with the Industry Partners. It is recognized that in some circumstances there may be the potential for joint ownership or multi-party ownership. In such circumstances, a separate written agreement will be prepared and signed.

Roles and Responsibilities.

College and agrees to:

- i) Meet with Industry Partner to determine the feasibility of the research and development project and the capacity of the College to conduct the project.
- ii) Manage the research and development project.
- iii) Undertake to provide a principal investigator with appropriate subject matter expertise to supervise the Project.
- iv) Establish a team to conduct the Project composed of student and/or faculty.
- v) Make best efforts to conduct the Project within the agreed timeframe and budget.
- vi) Promote such research and development activities as mutually agreed.

Industry Partner agrees to:

- i) Be actively engaged in the research and development project.
- ii) Support the project financially where feasible and support the College and University in approaching additional funding sources.
- iii) Grant both the College and University a non-exclusive, non-commercial, royalty-free license to use the results of the project in future teaching and research.
- vii) Enable students to participate with faculty in the research and development project.
- viii) Allow faculty and students to reasonably disseminate the results of the project, including in publications, presentations and academic or professional references, including curricula vitae. Industrial partner has the right to vet all proposed publicity and to determine the timing of the any publicity.

Contacts

| For Fleming College | For University | Industry Partners |
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| Brent Wootton, Director Centre for Alternative Wastewater Treatment, Fleming College 200 Albert St., PO Box 8000 Lindsay, ON, K9V 5E6 1-705-324-9144 ext. 3226 bwootton@flemingc.on.ca | Mary Purcell, Director Grants & Institutional Programs University Research Services Queen's University 99 University Avenue Kingston, Ontario K7L 3N6 613-533-6000 x36878 purcellm@queensu.ca | Lloyd Rozema, President Aqua Treatment Technologies Ltd. 104-155 Main Street East, Suite # 227, Grimsby, Ontario, Canada, L3M 1P2 |

Dated this 1st day of September, 2013.


**THE SIR SANDFORD FLEMING COLLEGE
OF APPLIED ARTS AND TECHNOLOGY**

Per:


Blane Harvey, Vice President Academic

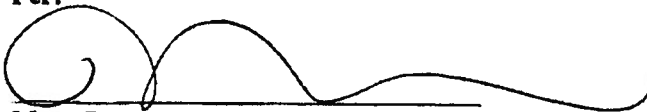
AQUA TREATMENT TECHNOLOGIES]

Per:


Lloyd Rozema, President

QUEEN'S UNIVERSITY AT KINGSTON

Per:


Mary Purcell, Director
Grants & Institutional Programs