

# Material Transfer Agreement

The Recipient understands and agrees that this Agreement conveys only a right to carry out research, evaluations, and/or field-testing on the germplasm. None of the germplasm (or any material resulting in any manner from the germplasm) may be used for commercial purposes, sold, offered for sale, given (by gift or otherwise), or in any other manner transferred or distributed to any third party (that is, someone who has not signed a MTA with Central Valley Seeds, Inc.)

The Recipient understands and agrees that this sample of germplasm provided hereunder may be used for basic research, evaluation and/or field-testing. However, no transformation techniques are permitted with the germplasm. No mutagenesis, tissue culture, or cellular techniques are permitted with any seeds, plants, or plant parts of the germplasm, or of any plant material resulting from the germplasm, including pollen. Selection and breeding may not be conducted with the germplasm.

No seed, plants, plant parts, seed parts, callous tissue or DNA of or resulting from the germplasm may be transferred or distributed to any third party, except as otherwise provided herein.

The Recipient may terminate this agreement at any time by destroying any plant material resulting from the germplasm, including tissue and pollen or otherwise returning germplasm to Central Valley Seeds, Inc. The Recipient shall provide Central Valley Seeds, Inc. with 60 days' written notice prior to destruction.

This Agreement is non-assignable, is governed by the laws of the United States government and the State of California, and may be amended only with the mutual written consent of both parties. This Agreement is effective when signed by the Recipient. Each individual signing for a corporate entity or any other entity hereby personally warrants his or her legal authority to bind that entity. If either party prevails in any litigation alleging violation of this Agreement, that party shall also be entitled to an award of attorneys' fees incurred in connection with such litigation to the extent permitted by the law of the State in which the germplasm is located.