Software Development Agreement

This agreement dated on the 3rd of Feb.1998 by and between

ChungSong Systems Ltd., a company duly organized under laws of Republic of Korea, address 33 JiJe-Dong Pyungtaek Kyungki-Do(hereinafter referred to as CSS)

and

Multilevel Metals Inc., a company duly organized under laws of United States of America,address 148 Sohier Road Beverly MA (hereinafter referred to as MMI).

This agreement defines the relationship between CSS and MMI relating to Controls & Software development work for Vacuum Cluster Tools.

MMI will be responsible for

Software:

- MMI will supply the base software kernel in Forth, train CSS personnel, and provide assistance in configuring screens and high-level sequences for the Equipe backbone.

- MMI will provide source code for the Forth kernel after integration of the first prototype.

- MMI will develop a Windows NT kernel, and license it to CSS, by Jan 1999. MMI will provide support to CSS for integration of the new software into existing CSS equipment.

- MMI will provide source code under no extra charge for the Windows NT kernel after integration of the new software into existing CSS equipment.

Hardware:

- MMI will assist CSS with system design.

- MMI will supply all boards for backbone and process modules against CSS purchase orders.

- MMI will design electronics chassis for the Equipe backbone.

- MMI engineering charges will accrue at $100/hr. CSS can either:
    i) Pay the engineering charges at any time and receive fabrication drawings

or

ii) Purchase fully assembled and tested chassis at three (3) times MMI parts cost.

Electronics chassis for CSS Process Modules.

CSS can either:

i) Ask MMI to design the chassis under the same conditions as above

or

ii) Design and build the chassis independently using MMI boards

CSS will be responsible

- CSS will fund MMI development costs at $20,833 per month for 12 months. First payment is due Feb.27th. 1993.

- CSS will pay MMI a license fee of $2,500 for each system built by CSS, after the first prototype. No license fee will be paid for the first prototype.

- CSS will provide software personnel to construct all required graphics, animation and high-level sequences for the CSS system based on the MMI Forth kernel and Windows NT kernel.

- CSS may ship systems based on the existing Forth kernel to its customers for R&D and Pilot Line applications. CSS will be responsible for supporting systems based on the Forth kernel.

- CSS will have license only for CSS products and cannot give or sub-license software to any third party.

ChungSong Systems Ltd.

YANG-Ho Bae

Executive Director

Multilevel Metals Inc.

ROBERT KAIM

PRESIDENT