

EDMAR A. TUNDAYAG
Registered Patent Agent/IP Agent/IP Consultant
Unit 14-O Tower 2 Stamford Executive Building
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STRICTLY PRIVATE AND CONFIDENTIAL

27 March 2017

Mr. Vince Loremia
Founder
KallFly, Inc.
7th Floor, Skyrise 1 Bldg.,
Cebu IT Park,
Lahug, Cebu City,
Philippines 6000

Only by email to: Mr. Vince Loremia <vloreミア@kallfly.com> >

Re: Terms of Engagement and Confidentiality Agreement

Dear Mr. Vince Loremia:

I reply to your request for me to submit this Engagement for preparing a full set of application documents which will be filed with the Intellectual Property Office of the Philippines (IPOPHL) for a patentable/registrable technical invention arising from KallFly's "On-Demand Contact Center Marketplace with Omni Channel."

My Brief Profile

I am a patent agent registered to practice before the IPOPHL. I am also affiliated with IPOPHL as a patent consultant where I contribute to policy-making and provide technical inputs for contentious matters. As a resource person and speaker on various IP matters, a significant number of law firms, practitioners, academic institutions, and businesses consult with me. I have a combined and an uninterrupted experience of more than ten (10) years in patent research, drafting and prosecution, exclusively in the fields of computing and information technology. I also file and prosecute international applications. I am connected with foreign intellectual property law firms, attorneys, and agents; hence, my familiarity with intellectual property protection practices in a significant number of foreign countries.

Contract Price

I propose to bill KallFly a flat rate of One Hundred Sixty-Five Thousand Pesos (**PhP165,000.00**) for the following scope of work:

- 1) meeting with and/or interviewing, by phone or email, inventors and/or developers for thorough understanding of the invention;

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- 2) performing prior art research by consulting patent and non-patent databases;
- 3) drafting the abstract, specification, and claims;
- 4) providing patent illustration and formal drawings;
- 5) filing one (1) application for utility model registration with the IPOPHL;
- 6) docketing of the application documents duly stamped by the IPOPHL;
- 7) representing KallFly interest in the application before the IPOPHL;
- 8) updating KallFly of the developments as they arise;
- 9) providing KallFly with timely reminders for each required action;
- 10) responding to KallFly's inquiries related to Philippine patent system;
- 11) attending to formality examination requirements for the application;
- 12) attending to and reporting of publication of the application;
- 13) attending to and reporting of issuance of Certificate of Registration;
- 14) delivering to KallFly the Certificate of Registration;
- 15) filing, reporting, and interpreting of registrability report;
- 16) IPOPHL filing fees, representation fees, and out-of-pocket expenses;
- 17) advising KallFly on the possibility of filing an international application; and
- 18) advising KallFly on IP protection requirements in any foreign country in respect of various international instruments such as Paris Convention for the Protection of Industrial Property, Patent Cooperation Treaty (PCT), and Agreement on Trade-Related Aspects of Intellectual Property Rights (TRIPS Agreement).

The average time to secure a Certificate of Registration for a utility model ranges from six (6) to twelve (12) months from the filing date of its corresponding application.

I will, however, do my best to expedite the process and deliver to KallFly the Certificate of Registration after about three (3) months from said filing date.

Payment Terms

Further, I require a deposit of Eighty-Seven Thousand Five Hundred Pesos (**PhP87,500.00**) upon acceptance of this Engagement. This deposit covers all IPOPHL prescribed fees.

I will deliver to KallFly a draft of the application within four (4) to six (6) weeks from the moment (1) I receive said deposit; (2) I receive a signed copy of this Engagement; and (3) KallFly sufficiently discloses to me all technical information I need.

Payment for the remaining balance of Seventy-Seven Thousand Five Hundred Pesos (**PhP77,500.00**) shall be immediately due after I file the application with the IPOPHL and transmit to KallFly the official filing report along with duly stamped application documents.

Confidentiality

“Confidential Information” shall refer to any and all technical and non-technical information which I become privy to, either directly or indirectly, as a result of this Engagement, including

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but not limited to the application for UM registration, trade secrets, proprietary information – ideas, techniques, sketches, drawings, works of authorship, models, inventions, know-how, processes, apparatuses, equipment, algorithms, software programs, source codes and formulae related to the current, future and proposed products and services of KallFly including its subsidiaries.

I agree, warrant and undertake that at all times and notwithstanding any termination of this Engagement to (a) hold all Confidential Information in strict confidence; (b) not directly or indirectly use, copy, digest, or summarize any Confidential Information; (c) not disclose any Confidential Information to any other party without the prior express written consent of KallFly; (d) take necessary and reasonable precautions to prevent such information from being disclosed to any unauthorized entity; and (e) keep confidential and secure, and not misuse for my own gain or otherwise, any confidential information.

Termination

I anticipate a successful and satisfying working relationship with KallFly. Nevertheless, KallFly retains the right at any time to terminate my services upon written notice to me, and I shall cease to render additional services immediately after receiving such notice. Such termination shall not, however, cause me to refund to KallFly the deposit of PHP87,500.00 and relieve KallFly of the obligation to pay professional fees due for services I rendered and expenses I incurred prior to such termination.

I reserve the right to withdraw from my representation and/or terminate this Engagement at any time with KallFly's consent or for good cause. Good cause includes KallFly's breach of this Engagement, KallFly's refusal to cooperate with me or to follow my advice on a material, formal, or substantive matter, KallFly's failure to pay my fees and expenses in a timely fashion, or any facts or circumstances that would render my continuing representation unlawful or unethical.

Finally, please note that nothing in this engagement shall be construed as a promise or guarantee of validity of the UM registration arising from the application. I am, however, committed to deliver information to the best of my knowledge and experience in the field.

If the foregoing reflects our understanding, please sign on the appropriate space provided below and return one signed copy to me.

Thank you for this opportunity to propose to you, and I look forward to fulfilling KallFly's intellectual property protection requirements.

Sincerely yours,



Edmar A. Tundayag
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Conforme: Mr. Vince Loremia

Signature: _____

Date: _____