

APPENDIX A

MODEL ARBITRATION CLAUSE

The parties agree to resolve any dispute, controversy, or claim arising out of, or relating to, this contract, which they are unable to settle through direct negotiations, by arbitration administered by ADR, Inc., through one of its offices (see website at www.mediateadr.com), under its Arbitration Rules and Procedures (Rules). The parties further agree that they will faithfully observe this agreement and the Rules and that they will abide by, and comply with, any award rendered by the arbitrator(s), and that a judgment of a Court having proper jurisdiction may be entered upon the award.

MODEL MEDIATION-FOLLOWED-BY-ARBITRATION CLAUSE

The parties agree that they will endeavor to settle any dispute, controversy, or claim arising out of, or relating to, this contract, which they are unable to settle through direct negotiations, by mediation administered by ADR, Inc., through one of its offices (see website at www.mediateadr.com), under its Mediation Rules before resorting to arbitration, litigation, or other dispute resolution procedure. If mediation is unsuccessful, the parties agree that they will submit such dispute controversy or claim to arbitration administered by ADR, Inc. under its Arbitration Rules and Procedures and that a judgment on the award may be filed and enforced in accordance with those rules. Any contractual requirement of filing a notice of claim with respect to the dispute submitted to mediation . including a contractual requirement to file a notice of arbitration claim with ADR, Inc. . shall be suspended by mutual agreement until the conclusion of the ADR, Inc. mediation proceedings.