This Founder Accordamong the Founders of XXXXXX, Inc., memorializes the respective rights and obligations of the Founders prior to the creation and execution of customary corporate actions and long form agreements pertaining to these matters (“Formal Setup”). The terms and conditions specified in this Founder Accordshall control any future disagreements among the Founders with respect to the matters covered herein until such time as the Company completes the Formal Setup consistent with the terms of this Founder Accordto supersede it. The Founders anticipate completing the Formal Setup in connection either with the Company’s initial financing or at such time that the Company’s revenues are sufficient to permit such expenditures, but desire to enter into this agreement to confirm their collective understanding, and for this agreement to be legally binding, as to the matters sufficiently described herein.

| **Issue** | **Agreement** | **Notes** |
| --- | --- | --- |
| **Company/Status** |  |  |
| **Business Idea** |  |  |
| **Founders** |  |  |
| **Equity** |  |  |
| **Titles** |  |  |
| **Board** |  |  |
| **Vesting** |  |  |
| **Vesting Commencement Dates** |  |  |
| **Commitment/Outside activities** |  |  |
| **Salary or other cash compensation** |  |  |
| **Company IP, Confidentiality, etc.** | Each Founder will enter into a customary long form PIIA Agreement in connection with Formal Setup, but each Founder agrees as of the date of this Founder Accord that he:-- will not utilize any Company IP for any purpose unrelated to the Company-- will assign any IP he created or developed in connection with his relationship with the Company to the Company-- will not disclose any confidential information regarding the Company to any third party other than in furtherance of the Company’s business. |  |
| **Modifications** | Changes to this Founder Accord shall require the consent in writing of all Founders. |  |
| **Disputes** | Should any dispute arise, the Founders shall attempt to resolve it in good faith. If such efforts fail, New York law shall apply and the courts of New York, NY shall be the forum for any dispute resolution proceeding. |  |

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January \_\_, 2014 January \_\_, 2014 January \_\_, 2014