

10. **Dispute Resolution.** The parties agree to try in good faith to resolve any dispute relating to this Agreement. If they cannot to do so, they agree first to try to settle the dispute by mediation; if this is unsuccessful, they agree to binding arbitration with the American Arbitration Association. Judgment on the arbitration award may be entered in any court having jurisdiction. Any such mediation or arbitration shall be held in Monterey, California, unless another location is mutually agreed upon.
11. **Miscellaneous.** This is the entire agreement between the parties on the subject matter and may not be modified except in writing signed by both parties. This Agreement shall apply to and be binding upon the heirs, personal representatives, successors and assigns of the parties. The rights and obligations of the parties shall be governed by and construed in accordance with the laws of the State of California. Borrower shall not assign this Agreement or any obligations thereunder without MBARI's prior written consent. In any action to enforce or interpret this Agreement, the prevailing party will be entitled to recover its reasonable attorneys' fees from the other party.

**MONTEREY BAY AQUARIUM
RESEARCH INSTITUTE**



C. Michael Pinto, Chief Financial Officer

BORROWER



Name:

Title: *Research Professor*