

STUDY SPECIFIC AGREEMENT

This STUDY SPECIFIC AGREEMENT (“Study Specific Agreement”) is entered into as of the date of the last signature (“Effective Date”), by and between UT Medical Group, Inc. (“UTMG”), and The University of Tennessee (“The University”).

BACKGROUND. The University and UTMG are parties to a Master Clinical Research Study Site Agreement effective May 14, 2009 (“Master Agreement”). Under the Master Agreement, The University and UTMG are executing this Study Specific Agreement to contract for the following Study.

1. **THE STUDY.** UTMG agrees to allow The University to perform the Study described below at a UTMG Study Site.

STUDY TITLE AND PROTOCOL NUMBER: «Study_Title» «Study_Number»
INVESTIGATOR’S NAME: «PI_Name»

2. **COMPENSATION**

COMPENSATION SECTION WILL VARY FROM STUDY TO STUDY

All checks shall be made payable to the entity identified on the Federal Tax Form W-9 provided by UTMG. UTMG represents and warrants that such entity identified is the appropriate entity to receive payments under this Study Specific Agreement.

Mailing address for checks (if different from mailing address on Federal Tax form W-9):

Controller
Attention: Research Contracts Receivable
UT Medical Group, Inc.
70 North Pauline Street
Memphis, TN 38105
Tax ID# 62-1162462

3. **TERM; TERMINATION.** This Study Specific Agreement shall continue until the Study is completed or until terminated as provided in the Master Agreement.

4. **INCORPORATION BY REFERENCE.** This Study Specific Agreement is made expressly subject to and incorporates by this reference the terms and conditions of the Master Clinical Research Study Site Agreement entered into between the parties on May 14, 2009, as the same may be amended from time to time (“the Master Agreement”). No oral or written agreement of the parties shall be construed in such manner as to contradict the terms and conditions of the Master Agreement, and any such language that may appear contradictory to

the Master Agreement shall be void and unenforceable unless and until included in a signed, written amendment to the Master Agreement.

All defined terms in the Master Agreement shall have the same meaning when used in this Study Specific Agreement.

The University' Standard Terms and Conditions are incorporated within and attached hereto as Exhibit A.

5. NOTICES. Notices applicable to this Study Specific Agreement shall be sent to:

If to The University:
Department of Research Administration
The University of Tennessee
910 Madison Avenue, Suite 823
Memphis, Tennessee 38163
Phone: (901) 448-3303

If to Institution:
Steven Burkett
President and CEO
UT Medical Group, Inc.
66 North Pauline Street, Suite 101
Memphis, TN 38105
Phone: (901) 448-6936

With a copy to:
Office of Clinical Research
UT Medical Group, Inc.
66 North Pauline Street, Suite 300
Memphis, TN 38105
Phone: (901) 448-6977

6. ENTIRE AGREEMENT. This Study Specific Agreement represents the entire and integrated agreement between The University and UTMG and supersedes all prior negotiations, representations or agreements, either written or oral, regarding the Study.

The University of Tennessee (“The University”)

UT MEDICAL GROUP, INC. (“UTMG”)

By: _____

By: _____

Name: _____

Name: Steven H. Burkett

Title: _____

Title: President and CEO

Date: _____

Date: _____