



MOSAID Technologies Incorporated

November 10, 2000

Private & Confidential

Bill Ross
414 Fraser Avenue
Ottawa, ON
K2A 2P9

Dear Bill,

MOSAID TECHNOLOGIES INCORPORATED is pleased to offer you the position of Principal Applications Engineer reporting to our Manager, Applications, Lawrence King. The effective date of your new position will be November 6, 2000.

Your compensation package for FY01 will consist of an earnings target of \$135,000 per annum comprised of the following:

- Base Salary of \$125,000 per annum payable bi-weekly.
- Personal Incentive Target of \$10,000 per year. Payment of personal incentive targets will be prorated from date of hire for Fiscal Year 01, based on achievement of performance objectives and/or specified business measurements. Your salary will be reviewed effective May 6, 2001.

The benefits package will start on your date of hire and will include; Basic Life Insurance, Accidental Death and Dismemberment Insurance, Dependent Life Insurance, Extensive Disability Insurance Coverage (subject to medical check-up, if required), and Health and Dental Benefits (including prescription drugs, glasses, etc.). MOSAID's benefit plans are subject to minor variations from time-to-time as insurance companies, products and costs vary. It has been the policy of the company to provide a broad range of competitive plans, which carry a value of between 30-40% of your base salary.

A distinguishing feature of MOSAID's Employee Benefit Plan is the company's matching of an employee's Registered Retirement Savings Plan contributions up to 3 percent of salary annually.

We are pleased to advise you that you will be granted 10,000 options to purchase shares in MOSAID Technologies Incorporated pursuant to the Employee and Director Stock Option Plan (copy attached). Details will be provided on your start date.

Another distinguishing feature of MOSAID's Employee Benefit Plan is the company's Stock Purchase Plan, which provides the opportunity for employees to purchase MOSAID stock at a discount of 10% from market rates. Details of how the plan works is attached for your reference.

Your vacation will consist of 15 days per annum.

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We require that you respond, in writing, to MOSAID's offer of employment by November 6, 2000. Should you decide to accept our offer of employment, we would like you to arrive at MOSAID on your start date for 9:00 a.m.

Congratulations on your new position, and we look forward to the continuing contributions you will make to MOSAID.

Yours truly,

MOSAID TECHNOLOGIES INCORPORATED



Lawrence King
Manager, Applications

Accepted by: _____
Bill Ross

Attach.4

Date: _____

Start Date: _____

Lawrence King,
Manager, Applications,
Mosaid Technologies Inc.,
11 Hines Rd.,
Kanata, Ont.,
K2K-2X1

Bill Ross
414 Fraser Ave.
Ottawa Ont.
K2A-2P9
(613) 724-4544

Re: Offer of employment, Dated November 10, 2000

Nov. 29, 2000

Dear Lawrence;

With reference to the above offer of employment, I am pleased with the confidence Mosaid has placed in me, but must respectfully decline after consulting with my lawyer.

My research into the consequences of accepting indicates that it will place me and my family in a major legal conflict situation which will detract from my ability to perform in a mutually satisfactory manner, as has happened in the past.

Regards;

Bill Ross

