

Escalation Clause

Any dispute which may arise between the Parties concerning this Agreement shall be determined as provided in this Clause.

For the purpose of this Clause, a dispute shall be deemed to have arisen when one Party serves on the other a notice in writing stating the nature of the dispute.

After service of the notice of dispute, the following procedure shall be followed by the Parties (all time periods specified in this Clause shall be extendable by mutual agreement):

Within two (2) Business Days, the [Contract Officer and the Service Manager] shall meet to attempt to settle the dispute; if no settlement results from or within two (2) Business Days of the meeting, the heads of the legal departments of the Parties shall meet within the following five (5) Business Days to attempt to settle the dispute; if no settlement results from or within five (5) Business Days of the meeting, the Managing Directors of the Parties shall meet within the following ten (10) Business Days to attempt to settle the dispute; and if no settlement results from or within ten (10) Business Days of this meeting, the Parties shall proceed in accordance with Clause (Arbitration).