

**FIRST AMENDMENT  
TO  
Vioneering Corporation**

**2008 STOCK INCENTIVE PLAN**

**THIS FIRST AMENDMENT** (this "Amendment") to the Vioneering Corporation 2008 Stock Incentive Plan (the "Plan") is made effective as of November \_\_, 2008 (the "Effective Date"). All capitalized terms not specifically defined in this Amendment shall have the meanings ascribed to them in the Plan.

1. The Plan has been assumed by Vioneering Technologies, Inc. (the "Company"), the successor by merger to Vioneering Corporaation. The following defined terms under the Plan shall be amended and restated in their entirety as follows:

**2.6 "Company"** shall mean Vioneering Technologies, Inc. and any successor to such organization.

**2.30 "Plan"** shall mean the Vioneering Technologies, Inc. 2008 Stock Incentive Plan, as may be amended from time to time.

2. The first sentence of Section 3.1 of the Plan is hereby deleted in its entirety and replaced with the following:

**3.1 *Maximum Aggregate Shares Issuable Pursuant to Stock Incentives.*** The total number of Shares that may be issued pursuant to Stock Incentives under this Plan shall not exceed 2,493,000.

3. Section 14.6 of the Plan is amended to replace the State of Delaware as the governing law of the Plan and any Stock Incentive Agreement in lieu of Florida.

4. Except to the extent amended hereby, the terms and provisions of the Plan shall remain in full force and effect.