

**SECOND AMENDMENT
TO
Vioneering Technologies, Inc.**

2008 STOCK INCENTIVE PLAN

THIS SECOND AMENDMENT (this "Amendment") to the Vioneering Technologies, Inc. 2008 Stock Incentive Plan (the "Plan") is made effective as of March 31, 2010 (the "Effective Date"). All capitalized terms not specifically defined in this Amendment shall have the meanings ascribed to them in the Plan.

1. 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 2,745,000.

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