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Non-Disclosure Agreement

This non-disclosure agreement ("Agreement") is made and entered into as of the date last executed below ("Effective Date") by and among _____ ("Recipient"), having its business office at _____ ("Recipient"), SD-3C LLC ("SD-3C LLC"), a Delaware limited liability company having its registered office at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, U.S.A. under authorization of Panasonic Corporation, SanDisk Corporation and Toshiba Corporation (collectively, "SD Group"), and SD Card Association ("SD Association"), a California non-profit membership corporation having its principal place of business at 2400 Camino Ramon, Suite 375, San Ramon, California 94583, U.S.A. (SD-3C LLC and SD Association each a "Discloser" and collectively "Disclosers").

WITNESSETH

WHEREAS, SD Group has entered into a basic agreement to collaborate on the development, marketing and licensing of a next generation card technology; and

WHEREAS, SD Group and SD Association have defined certain specifications with respect to the next generation card technology; and

WHEREAS, SD-3C LLC (under authorization from the SD Group) and SD Association collectively own certain confidential or proprietary information including, but not limited to, specification designs, drawings, mask works, software, processes, data, know-how, plans, services, samples, prototypes, application, and other information regarding technical specifications for such next generation memory card technology as set forth in Exhibit A (the "Confidential Information"); and

WHEREAS, SD-3C LLC and the SD Association desire to disclose to Recipient, and Recipient is willing to accept, such Confidential Information on the terms and conditions in this Agreement; and

WHEREAS, the purpose for disclosing the Confidential Information to Recipient is to permit Recipient to evaluate the Confidential Information for use in developing, designing and/or manufacturing possible future products which will be compliant with the Confidential Information (the "Purpose").

NOW, THEREFORE, in mutual consideration of the covenants and promises set forth herein, and in consideration of the continued use of any specifications previously disclosed by SD-3C LLC or SD Association to Recipient, the parties agree as follows:

1. Recipient shall not disclose the Confidential Information of SD Association or SD-3C LLC to any third party. Recipient may disclose the Confidential Information only to those of its employees who need to know such Confidential Information in order to carry out the

FRANCHISE AGREEMENT

This agreement is made and entered into as of this _____ day of _____, _____ by and between the _____ (municipality) a _____ (state) Municipal Corporation with offices at _____ (address) and _____ (Franchisee) a _____ (state) business corporation with its principal offices at _____ (address).

WHEREAS, any providers of _____ (service) or facilities in the Public Right-of-Way will be required to obtain a license or franchise, which may be granted only by the municipality as _____ (state statute/legal information that gives municipality right to issue franchise agreement).

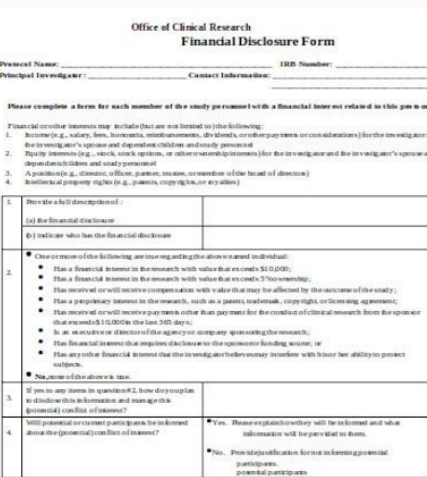
WHEREAS, the _____ (municipality) is concerned that the construction of new utility facilities by multiple firms may have an adverse impact upon the community unless facilities are constructed pursuant to an overall plan that manages the use of Public Right-of-Way.

WHEREAS, the Franchisee has requested a franchise from the _____ (municipality) to authorize the use of the Public Right-of-Way for the Franchisee to construct, install, maintain and operate its _____ (description of items in Right-of-Way), and related facilities for _____ (purpose of being in Right-of-Way).

WHEREAS, the _____ (municipality) is authorized to and should establish standards for occupancy of the Rights-of-Way by utility facilities and other uses that are consistent with and recognize the _____ (municipality's) duties and jurisdiction; and

WHEREAS, the _____ (municipality's) standards included in this ordinance are designed to:

- A. Acknowledge that Right-of-Ways are a unique and limited resource;
- B. Understand that Right-of-Ways are critical to the travel and transport of persons and property;
- C. Promote the ideal that Right-of-Ways are intended for public purpose and not be managed and controlled;
- D. Adequately reimburse the _____ (municipality) for occupancy of the Rights-of-Ways by Facilities;
- E. Fully protect the public and the _____ (municipality) from any harm caused by private commercial use of Rights-of-Way, including, but not limited to, reducing the risk of loss of service or personal or property injury from errant excavation;
- F. Protect the regulatory authority of the _____ (municipality) in a manner consistent with federal and state law; and
- G. Otherwise protect the public interest in and promote the development and coordinated use of utilities and public services entities to the enhancement to the health, welfare and general economic well being of the municipality; and
- H. Promote the entry of utility service providers on a competitively neutral manner, maximize the available space for such providers by requiring coordination, collocation and planned construction of infrastructure in the Rights-of Way.



- (ii) If the franchisor grants an exclusive territory, disclose:
 - (A) Whether continuation of territorial exclusivity depends on achieving a certain sales volume, market penetration, or other contingency, and the circumstances when the franchisee's territory may be altered. Describe any sales or other conditions. State the franchisor's rights if the franchisee fails to meet the requirements.
 - (B) Any other circumstances that permit the franchisor to modify the franchisee's territorial rights (for example, a population increase in the territory giving the franchisor the right to grant an additional franchise in the area) and the effect of such modifications on the franchisee's rights.
- (6) For all territories (exclusive and non-exclusive):
 - (i) Any restrictions on the franchisor from soliciting or accepting orders from consumers inside the franchisee's territory, including:
 - (A) Whether the franchisor or an affiliate has used or reserves the right to use other channels of distribution, such as the Internet, catalog sales, telemarketing, or other direct marketing sales, to make sales within the franchisee's territory using the franchisor's principal trademarks.
 - (B) Whether the franchisor or an affiliate has used or reserves the right to use other channels of distribution, such as the Internet, catalog sales, telemarketing, or other direct marketing, to make sales within the franchisee's territory of products or services under trademarks different from the ones the franchisee will use under the franchise agreement.
 - (C) Any compensation that the franchisor must pay for soliciting or accepting orders from inside the franchisee's territory.
 - (ii) Any restrictions on the franchisee from soliciting or accepting orders from consumers outside of his or her territory, including whether the franchisee has the right to use other channels of distribution, such as the Internet, catalog sales, telemarketing, or other direct marketing, to make sales outside of his or her territory.
 - (iii) If the franchisor or an affiliate operates, franchises, or has plans to operate or franchise a business under a different trademark and that business sells or will sell goods or services similar to those the franchisee will offer, describe:
 - (A) The similar goods and services.
 - (B) The different trademark.
 - (C) Whether outlets will be franchisor owned or operated.
 - (D) Whether the franchisor or its franchisees who use the different trademark will solicit or accept orders within the franchisee's territory.



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