

NON DISCLOSURE AND CONFIDENTIALITY PROMISE AND UNDERTAKING

TO: CORPORATION

WHEREAS:

- A. CORPORATION is engaged in the business of _____
(the "Confidential Information")
- B. CORPORATION is the sole owner of the Confidential Information;
- C. The undersigned (hereinafter called the "Recipient") will be entering into discussions with CORPORATION regarding _____.

NOW THEREFORE in consideration of CORPORATION providing access to the Recipient to its Confidential Information, the Recipient hereby promises, agrees and undertakes as follows:

- 1. In this Undertaking, including the premises hereto, unless there is something in the subject matter or context inconsistent therewith:
 - (a) "Affiliate", whether of the Recipient or CORPORATION, shall mean any corporation, firm, association or other business owned or controlled beneficially or directly or indirectly by the Recipient or CORPORATION respectively, its principal officers, directors, supervisory employees or members of their families. Ownership or control of 50% or more of such business by any one of such persons shall constitute beneficial ownership or control;
 - (b) "Undertaking" means this Promise and Undertaking;