



Caledon Card Services

A division of Caledon Computer Systems Inc.

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NON-DISCLOSURE AGREEMENT

AGREEMENT DATED AS OF: _____

BETWEEN:

CALEDON CARD SERVICES
A division of Caledon Computer Systems Inc.
P.O. Box 81, 11672 Trafalgar Rd.
Georgetown, Ontario, Canada
L7G 4T1

(hereinafter referred to as 'CALEDON') of the first part, AND

Fax:

Email:

(hereinafter referred to as 'CLIENT') of the second part.

All manuals, documents, electronic copies of documentation, source, or compiled code provided to CLIENT by CALEDON, and all copies thereof made by CLIENT as permitted herein, shall remain the property of CALEDON, and must be returned to CALEDON, or destroyed, upon termination of Caledon's services for any reason whatsoever. While CALEDON is engaged by CLIENT, CLIENT shall be permitted to make and retain copies of manuals, documents and the like material received from CALEDON solely for CLIENT'S own use.

Each party shall hold in trust and confidence and shall not directly or indirectly divulge or disclose or otherwise make available to any third party any information concerning the affairs of the other party, or any information to which such party may have access to by virtue of the implementation of this Agreement or otherwise which may be communicated to such party at any time (the "confidential information"), except as required to carry out the terms of the Agreement or as required by law. Without limiting the generality of the foregoing, each party shall exercise the same degree of care in maintaining the confidentiality of the confidential information as it exercises with respect to its own confidential information.

