

JOINT DEVELOPMENT AND RESEARCH AGREEMENT

THIS AGREEMENT, entered into this _____ day of _____, 2010 by and between:

XXXXXX Company Limited, a company organized and existing under the laws of Japan with its principal place of business located at 3-1-5, XXXXXXXX, (hereinafter "XXXXXXX"); and

COMPANY NAME, a _____ corporation having its registered office at ADDRESS (hereinafter "COMPANY").

WITNESSETH:

WHEREAS, each party owns technical information and expertise in developing a certain kind of product as more fully described below; and

WHEREAS, the parties intend to jointly develop the product under the conditions set forth herein;

NOW, THEREFORE, in consideration of the terms and conditions set forth herein, the parties hereto agree as follows:

Article 1. Definitions

1. The term "Product" shall mean the product named _____, which XXXXX and COMPANY shall jointly develop subject to this Agreement.
2. The term "Development" shall mean the activities implemented by XXXXX and COMPANY to research and develop the Product.
3. The term "Disclosed Information" shall mean all of the information and knowledge now possessed by XXXXX and COMPANY and those acquired by XXXXX or COMPANY during the life of this Agreement, which relates to formula and manufacturing process of the Product.
4. The term "Supplied Item(s)" shall mean the items necessary for the Development, which XXXXX and COMPANY shall supply to each other.
5. The term "Lent Item(s)" shall mean the items necessary for the Development, which