

FUJIFILM U.S.A., INC.
 PRO DIGITAL CAMERA
 AUTHORIZED RESELLER CERTIFICATION
 (“CERTIFICATION”)
 FAX TO: 914-789-8180



RESELLER ACCOUNT NUMBER _____
 KEY CONTACT _____
 LEGAL BUSINESS NAME _____
 LEGAL BUSINESS ADDRESS _____
 DBA(s) _____
 CITY, STATE, ZIP _____
 PHONE _____ FAX _____
 KEY CONTACT E-MAIL _____
 BACKUP CONTACT E-MAIL _____
 COMPANY WEBSITE ADDRESS _____

FOR ADDITIONAL RETAIL LOCATION ADDRESSES, PLEASE LIST IN A SEPARATE LETTER

Reseller may apply to FUJIFILM U.S.A., Inc. (“Fujifilm”) to be a Pro Digital Camera Authorized Reseller. If accepted by Fujifilm as a Pro Digital Camera Authorized Reseller, such reseller will be entitled to receive any marketing support materials that Fujifilm elects to make available to such authorized reseller. Pro Digital Camera Authorized Resellers will be entitled to participate in any incentive programs, which Fujifilm may offer to such authorized resellers from time to time in its sole discretion. Marketing support materials may include access to point of purchase and other materials, which can be ordered via Fujifilm’s website (www.fuji-sales.com) or by phone during normal business hours. Pro Digital Camera Authorized Resellers will have access to any product shots and logos that may become available via a secure Internet portal service (www.fujifilm.com/prodigportal). Pro Digital Camera Authorized Resellers will also receive a special seal indicating that such resellers qualify as authorized resellers. Such seal may be posted in-store, in ads, and on the Internet by a Pro Digital Camera Authorized Reseller in accordance with any rules and policies promulgated by Fujifilm from time to time. **A PRO DIGITAL CAMERA AUTHORIZED RESELLER DESIGNATION DOES NOT AUTHORIZE RESELLER TO BE A DISTRIBUTOR.**

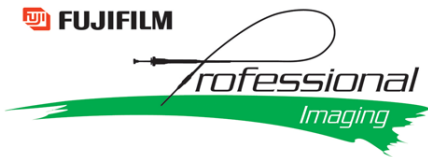
REQUIREMENTS OF AUTHORIZATION

1. Reseller shall provide Fujifilm monthly unit sales and inventory data concerning Fujifilm products.
2. Reseller shall use accurate and current Fujifilm product shots, logos and product information in all advertisements and in-store sales materials.
3. Reseller shall comply with Fujifilm’s product return policy.
4. Reseller shall not post any confidential or non-public Fujifilm product information or pre-product announcement information related to Fujifilm products on its website or in newsletters without the prior written consent of Fujifilm, regardless of whether such information is posted or published by others in contravention of this provision or otherwise without the consent of Fujifilm.
5. Reseller shall not disassemble Fujifilm promotions kits intended to be sold whole and intact to end users and resell the components without the prior written consent of Fujifilm.

In order to become a Pro Digital Camera Authorized Reseller, reseller hereby agrees to comply with the provisions of this Certification as well as any rules and requirements of Fujifilm that are in effect from time to time, including those set forth on www.fujifilm.com/prodigportal. Authorized resellers that comply with all Fujifilm rules and requirements may be included in Fujifilm’s customer service database and displayed on Fujifilm’s dealer search utility on Fujifilm’s website as a recommended reseller of Fujifilm digital products.

Consumer complaints against any authorized reseller, in particular complaints indicating any intent to defraud or deceive the Consumer, will be fully investigated by Fujifilm. Any conduct by an authorized reseller deemed by Fujifilm, in its sole discretion, as an act to defraud or deceive the Consumer or unreasonably inconsistent with standard business practices is a violation of this Certification.

It is understood that Fujifilm is under no obligation to provide any specific benefits or incentives to authorized resellers. The benefits provided to authorized resellers shall be made available by Fujifilm, in its sole discretion, and in accordance with any limitations, policies, rules or requirements that may be issued by Fujifilm from time to time. In the event that an authorized reseller breaches this Certification or fails to comply with Fujifilm’s policies, rules and requirements, Fujifilm shall have the right to terminate reseller’s authorized reseller status and/or require the authorized reseller to reimburse Fujifilm for the value of any incentives that may have been provided to such authorized reseller pursuant to this Certification.



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Resellers shall be solely responsible for complying with all applicable laws, statutes, rules, regulations, or ordinances with respect to the resale of Fujifilm digital products.

FUJIFILM INFRARED AND ULTRAVIOLET MODIFIED CAMERAS

Fujifilm’s Infrared and Ultraviolet sensitive digital cameras are in limited supply and, therefore, Fujifilm must restrict the resale of the cameras to those end users who can demonstrate a legitimate business purpose from the use of the cameras. As a condition to reseller’s certification as a Pro Digital Camera Authorized Reseller, reseller agrees to resell Fujifilm Infrared or Ultraviolet sensitive digital cameras ***ONLY*** to the Medical, Forensic, Fire Investigative, Law Enforcement, Scientific, Systems Integrators, Local and Federal Government and Military markets. In order to establish that end users are who they represent themselves to be, a Pro Digital Camera Authorized Reseller shall require each end user to complete the “End User Questionnaire” in Exhibit A attached hereto and certify that it has complied with the requirements of the End User Questionnaire. A Pro Digital Camera Authorized Reseller shall provide Fujifilm with a copy of all completed End User Questionnaires, including credentials of end users, for final authorization prior to delivering a Fujifilm Infrared or Ultraviolet sensitive digital camera to end users. Pro Digital Camera Authorized Reseller agrees not to resell, or otherwise provide, Fujifilm Infrared or Ultraviolet sensitive digital cameras to any person or entity known to it to engage in unethical photographic conduct involving the violation of personal privacy, child endangerment, lewd photography, and or paparazzi like activities. **Furthermore, in order to protect Fujifilm’s brand and ensure proper distribution of the End User License Agreement (“EULA”) accompanying Infrared and Ultraviolet sensitive digital cameras, each Pro Digital Camera Authorized Reseller agrees not to resell or otherwise post Fujifilm’s Infrared and Ultraviolet sensitive digital cameras on any website (other than its own), which websites may include, but are not limited to, any third party sites, auction sites and/or online classifieds. Additionally, each Pro Digital Camera Authorized Reseller agrees to prominently display Fujifilm’s EULA, in an easily accessible and readable manner, next to all postings for sale of Fujifilm’s Infrared and Ultraviolet sensitive digital cameras on its website.** Fujifilm reserves the right not to supply Fujifilm Infrared and/or Ultraviolet sensitive digital cameras to any reseller, including any authorized reseller, deemed by Fujifilm, in its sole discretion, to have violated the above requirements.

PRODUCT SOURCING

Pro Digital Camera Authorized Resellers may only purchase Fujifilm digital camera products from Fujifilm or Authorized Fujifilm Distributors that are authorized to distribute Fujifilm products in the United States. Authorized Resellers shall not sell gray market or other merchandise that were not directly purchased from either Authorized Fujifilm Distributors or Fujifilm. Pro Digital Camera Authorized Resellers shall abide by Fujifilm’s rules regarding authorized resellers, return procedures, logo usage, warranties that are in effect from time to time as well as general policies of Fujifilm. Sourcing of Fujifilm pro digital camera products for resale in the United States from any source that are located outside the United States shall immediately terminate any reseller’s authorized reseller status.

In the event a Pro Digital Camera Authorized Reseller breaches this Certification or its Certification pursuant to an End User Questionnaire, Fujifilm may, in addition to Fujifilm’s other rights hereunder and under law, terminate such Pro Digital Camera Authorized Reseller Certification at any time.

STATEMENT OF OWNERSHIP

Reseller Legal Name (Print or type) _____

Does Applicant or any of its owners or managers own any interest in or manage, operate or work for a company, which is authorized by Fujifilm for resale of any Fujifilm product? Yes No

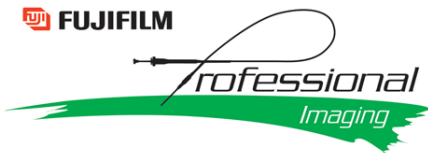
If yes, state the name of company(s): _____

Form of Organization: (i.e., Corporation, General Partnership, Limited Partnership, Sole Proprietorship, or Government): _____

For a Corporation, specify whether: Publicly Held _____ Privately Held _____ State of Incorporation/Organization: _____

List key officers of the company, including buyers name and buyer’s supervisor’s name

NAMES (First, Middle, Last Name)	TITLES (i.e. Owner, CEO, VP, Chairman, Controller, etc)	OWNERSHIP INTEREST	
		Percentage Ownership (Dollar Investment for Limited Partners)	Type of Ownership Interest (i.e. Assets, Common or Preferred Shares)



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If Company is 100% owned by another corporation; identify the parent corporation's ownership and management structure above and the identity of the parent corporation below:

Parent/Owner, including DBA (s) _____

Address of Parent/Owner _____

City _____ State _____ Zip _____ Telephone (____) _____

APPLICATION INFORMATION

1. How many storefronts/locations does reseller have? _____
2. Check which categories of products reseller sells?

<input type="checkbox"/> Consumer Electronics: (e.g. Audio, TV, VCR, DVD) <input type="checkbox"/> Computers <input type="checkbox"/> Computer Peripherals (e.g. printers, scanners) <input type="checkbox"/> Traditional Photofinishing <input type="checkbox"/> Internet Print Services	<input type="checkbox"/> Consumer Digital Cameras <input type="checkbox"/> Digital Camera SLR Lenses <input type="checkbox"/> Other Digital Camera Accessories (e.g. AC's, Cases) <input type="checkbox"/> Memory (e.g. xD, CF, CDR, ZIP) <input type="checkbox"/> Digital Camera Photofinishing
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3. How many stores have a dedicated area for pro digital products, including digital cameras? _____

4. Is reseller's sales force commissioned? Yes No

5. Does reseller stores have in-store merchandising parameters/restrictions? Yes No

If Yes, please briefly outline parameter/restrictions:

6. Does reseller stores utilize point-of-sale materials provided by vendors? Yes No

7. Does reseller provide permission for Fujifilm's store detailing / training agency to detail its display area and train its employees?
 Yes No

Please list ship to address, in the space provided, for POP items reseller wishes to distribute and install itself (up to 3 addresses are allowed.)

REVIEW OF CERTAIN GENERAL AUTHORIZED RESELLER PROGRAM REQUIREMENTS

Is reseller aware that it is required to provide monthly unit sales and inventory data to Fujifilm?

Yes No

Is reseller aware that it must use accurate and current Fujifilm product shots, logos and product information in all advertisements and in-store sales materials? (download location: <http://www.fujifilm.com/prodigportal>)

Yes No

Is reseller aware that it must comply with Fujifilm's product return policy?

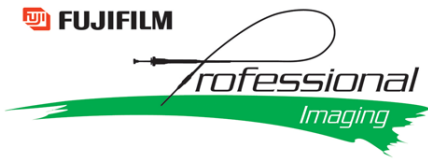
Yes No

Is reseller aware that it cannot sell Fujifilm products not sourced from Fujifilm or Authorized Fujifilm Distributors authorized to distribute Fujifilm products in the United States?

Yes No

Is reseller aware that if any of the above conditions, or if any of the policies, rules and requirements set forth on Fujifilm's website at www.fujifilm.com/prodigportal, are not met, Fujifilm may terminate this agreement and/or recoup any incentives paid to date?

Yes No



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Authorized Signature

Typed Name

Title

Effective Date

Expiration Date: 1 YEAR FROM EFFECTIVE DATE