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U.S. NRC Region I
475 Allendale Road
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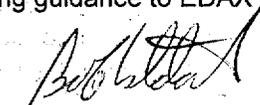
Dear Mr. Courtemanche,

Thanks for taking the time to answer my questions about the licensing requirements for Distributors vs. Sales Agents with regard to EDAX Inc.'s business relationship with KeyMaster Technologies, Inc. (KTI) I have listed a few general points below, which were discussed during our phone conversations. I would appreciate any comments you may have, just so I can be sure that I correctly understand these issues.

1. Purchase Order paperwork: EDAX must be sure to indicate we are acting as sales agents for KTI. The physical transfer of the Instrument is between KTI and the Enduser/Customer. EDAX does not take possession of the Instrument.
2. EDAX Inc. may use their standard letterhead for quotations and Customer communication, but it must be clear that the product offered is a KTI Product.
3. We can accept payments made to EDAX, Inc. for KTI products.
4. We cannot label or mark the product as an EDAX Inc. device. It must be labeled as manufactured by KTI.
5. All advertising materials we distribute should clearly indicate the origin of the device as KTI. Our Sales agents can use their regular EDAX business cards when making a call. It is recommended that EDAX agents/representatives indicate that they are 'sales agents', not 'distributors', as the word 'distributor' in NRC-terms implies that we (EDAX) are the source of the device.
6. Our Website should be updated to indicate we are the sales agents for KTI, and we should be careful about the appearance of EDAX's logos on the pages showing KTI products. Once again, the emphasis is not to give the impression that EDAX is the manufacturer.
7. Our records should include the routine invoicing and PO records, we do not have to keep training records or be involved in the training programs that are a condition of KTI's NRC license to do business. The requirement that the enduser successfully complete the training program prior to the shipment of the Instrument is fully KTI's responsibility. Our sales staff can distribute the test and educational materials, but EDAX will not with issue training certificates or grade tests, etc....
8. International shipments from KTI: Overseas deliveries must be in compliance with the destination country's rules. Compliance with these rules is KTI's obligation, as the manufacturer/distributor of the device.

It is my understanding that if the items above are observed, (in addition to the other existing license conditions) EDAX will be operating within the scope of its present NRC license. If there are additional requirements, I would appreciate any advice you can provide. Thanks very much for your help and patience in providing guidance to EDAX, Inc. in this matter.

Sincerely,


Bob Westerdale, RSO

