

MEMORANDUM OF UNDERSTANDING

AmericaView Inc. Consortium and Pixoneer Geomatics, Inc.

Parties

This Memorandum of Understanding (MOU) is made and entered into by and between the following:

AmericaView

Headquarters located at
University of West Georgia
Department of Geosciences
1601 Maple Street, Carrollton, GA 30118

and

Pixoneer Geomatics, Inc.

Headquarters located at
3-1 Doryong-Dong Yusung-Gu Daejeon, 305-340, South Korea
Tel: +82-42-862-8100, Fax: +82-42-862-9239

Purpose

This Memorandum of Understanding (MOU) sets forth the general terms and conditions by which the AmericaView Inc. Consortium (hereinafter called "AmericaView") and Pixoneer Geomatics, Inc. (hereinafter called "Pixoneer") will cooperate in the promotion and use of remote sensing software applications developed by Pixoneer with the goal of expanding and developing the existing applications of Remote Sensing Data and Technology in the academic, government and commercial sectors.

The AmericaView is founded on the concept of free and public exchange among its members of data, information and knowledge concerning the Earth and its processes, as observed by remote sensing technologies, for education, research, and local government applications.

Pixoneer is a premier image processing software provider for educational and research institutions, government and military agencies, and commercial entities. Pixoneer has been developing PG-STEAMER – a remote sensing software package – that supports real-time image processing and intuitive user interfaces which are critical in timely information derivation from voluminous remote sensing images.

Pledges

To achieve our goals, AmericaView pledges to:

1. Share information among member institutions and StateView members on the benefits of using PG-STEAMER.
2. Support StateViews that choose to jointly cooperate with Pixoneer by helping to facilitate licensing and encourage application development activities.
3. Establish strategic affiliations to develop and deploy remote sensing applications through collaborations involving university research teams, K-12 schools, federal agencies, tribal, state and local governments, non-governmental organizations, and commercial enterprises.

And, Pixoneer pledges to:

1. Support the StateView activities with a PG-STEAMER 4.0 AmericaView Edition of which modules may be determined in cooperation with AmericaView and Pixoneer.
2. Provide StateViews with one of the following licensing options ("A" and "B") of the PG-STEAMER 4.0 AmericaView Edition (these are licensing options only, and do not include technical support):
 - A. StateView Site-Licensing
 - ❖ \$5,000 a year that covers all StateView member educational institutions including universities, colleges, and K-12 schools. This licensing program is not applicable to state agencies, governments, and research institutions.
 - B. Individual member institution licensing
 - ❖ Without StateView Site-Licensing, each institution can obtain its own site-license at \$1,000 a year. This licensing program is not applicable to state agencies, governments, and research institutions.
 - C. Pixoneer may increase this licensing fee at renewal time due to annual economic inflation, if deemed necessary.

Points of Contact

The following individual at Pixoneer will be the point of contact for this agreement:

Lisa Kwon, Vice President
 Pixoneer Geomatics, Inc.
 3-1 Doryong-Dong Yusung-Gu Daejeon, 305-340, South Korea
 Tel: +82-42-862-8100, Fax: +82-42-862-9239
 Phone: +82-11-9848-6673
 email: lkwon@pixoneer.com

The following individual at AmericaView will be the point of contact for this agreement:

Rebecca L. Dodge
 Department of Geosciences
 University of West Georgia
 Carrollton GA 30118
 Phone: 678-839-4067
 email: rdodge@westga.edu

Implementation Plan

Specific activities to be conducted under this agreement and the method of their implementation will be defined jointly, on a case-by-case basis, by AmericaView Inc. and StateView Members in consideration of the merit, existing commitments, projected schedules, available resources, and other relevant factors.

Financial Arrangements

This MOU does not constitute a financial commitment. Financial arrangements for joint projects will be covered in separate project agreements between AmericaView and Pixoneer subject to ordinary budgetary and administrative procedures.

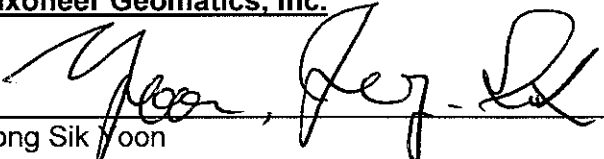
Period of Agreement, Renewal, and Termination

This MOU will commence pending the signatures of authorized representatives of the Member Institutions. This MOU will have duration of 5 years and may be renewed at that time with the consent of AmericaView and Pixoneer. It may be reviewed periodically or amended at any time. All modifications of this MOU will be incorporated as written amendments to the agreement.

Resolution of Conflicts

Conflicts in the interpretation of the clauses of this Memorandum of Understanding which may arise will be resolved either by informal agreement between the representatives of Pixoneer and AmericaView Director (documented in a short letter signed by both parties) or by formal amendment of this agreement.


Pixoneer Geomatics, Inc.



Jong Sik Yoon
President & CEO

Sep 20, 2007
Date

AmericaView



Rebecca L. Dodge
Interim Executive Director

Sept. 20, 2007
Date