

EXHIBIT D

PRINCIPAL SHAREHOLDER'S UNDERTAKING

EXHIBIT D

PRINCIPAL SHAREHOLDER'S UNDERTAKING

In consideration of the execution by Franchisor of the Cannon Hygiene Franchising (USA) Inc. Franchise Agreement (the "Franchise Agreement") dated the ____ day of _____, _____, between Cannon Hygiene Franchising (USA) Inc. ("Franchisor") and _____ ("Franchisee") and for other good and valuable consideration, the undersigned represents that he or she is Franchisee's Principal Shareholder (as such term is defined in the Franchise Agreement) and undertakes at all times during the term of the Franchise Agreement, except with Franchisor's prior written consent:

1. To devote his or her full time and attention to the franchised Business (as defined in the Franchise Agreement);
2. To maintain in his or her name a registered holding of, and the beneficial ownership in, the issued shares of the Franchisee corporation conferring upon him the right to cast not less than 51% of the votes at shareholders' meetings.
3. To maintain the right to control the composition of Franchisee's board of directors; and,
4. To refrain from pledging, hypothecating, mortgaging, encumbering, or transferring his or her shares without the prior written consent of Cannon Hygiene (USA) Inc.

Dated: _____

FRANCHISEE'S PRINCIPAL SHAREHOLDER:

Attest:

_____(Signature)

By: _____

(Print Name)