

SENIORS HELPING SENIORS™ SCHOLARSHIP PROGRAM

Sponsored By: **PNY**

OFFICIAL RULES AND REGULATIONS

1. No purchase is necessary to enter or win PNY Technologies, Inc.'s ("PNY") Seniors Helping Seniors Scholarship Program (the "Contest").
2. The Contest is open to high school seniors who are residents of the United States, enrolled full-time in an accredited United States public high school, graduating with plans to enter a full-time undergraduate course of study no later than Fall 2008 at an accredited two or four year college, university, or vocation technical school in the United States. If you are not a resident of the United States and/or are not a high school senior, enrolled full-time in an accredited United States public high school, graduating with plans to enter a full-time undergraduate course of study no later than Fall 2008 at an accredited two or four year college, university, or vocation technical school in the United States, you are not eligible to enter or win the Contest. Employees of PNY, its advertising and promotional agencies and their respective affiliates and associates and such individuals' immediate family members and persons with whom such individuals are domiciled are not eligible to enter or win the Contest.
3. All entrants who are under the age of minority in their state at the time of entry must: (i) have the permission of a parent or legal guardian to enter the Contest and (ii) submit a signed, written statement from said parent or legal guardian that they have read, understood and agreed to these Official Rules and Regulations ("Official Rules"), and that such agreement constitutes acceptance of these Official Rules on behalf of the entrant and themselves.
4. By entering the Contest, entrants and/or their parents or legal guardians (if such entrants are under the age of minority in their state at the time of entry) agree to accept and be bound by all terms of these Official Rules.
5. PNY will conduct the Contest from 12:01 AM Eastern Standard Time on September 03, 2007 through 11:59 PM Eastern Standard Time on December 31, 2007 (the "Contest Period").
6. Entrants may obtain the Official Entry Form to enter the Contest by logging on to <http://www.pny.com/education> (the "Website") during the Contest Period. Teams may also obtain the Official Entry Form by calling 800.769.0143. All entries must be sent to: "Seniors Helping Seniors Scholarship Program", c/o PNY Technologies, Inc., PO Box 5416, Parsippany, New Jersey 07054.
7. All entries must be submitted in the name of a team consisting of one (1) through five (5) students. All team members must attend the same high school. Limit one (1) entry per team. There is no limit on the number of teams who can enter the Contest from a particular school, and prizes will only be awarded to the individuals who comprise the Grand Prize and Honorable Mention winning teams.
8. To be eligible, all teams must submit the completed Official Entry Form (and a signed permission from the parent or legal guardian of any team member who is under the age of minority in their state at the time of entry) by mail only, and the submission must be postmarked no later than December 31, 2007. In addition to the Official Entry Form, each team must also submit: (i) a one thousand (1,000) word or less writing that identifies and defines an area where senior citizens in their community need assistance in the field of technology and develops a plan to respond to the need; and (ii) no more than five (5) photographs identifying key elements of the plan. Teams must use products offered by PNY in their plan. A full listing of PNY products is available on-line at www.pny.com or can be requested by contacting PNY directly at 800.769.0143. No other materials will be accepted by PNY in connection with the Contest. The winners will be announced during the week of February 25, 2008 and will be contacted by telephone as well as notified by mail at the telephone number(s) and address(es) provided on the Official Entry Form.
9. Your Plan must be typewritten, not handwritten, in the English language, and consist of no more than one thousand (1,000) words. All words in the plan except the title and/or footnotes shall be counted towards the one thousand (1,000) word limit. Submissions that PNY and/or the judges deem, in their sole discretion, to be inappropriate or obscene will be disqualified.
10. You hereby warrant and represent that you own all rights to all entry materials submitted by you and all such entries are original, unpublished works and have not been copied, in whole or in part, from any other work and do not violate, misappropriate or infringe any copyright, trademark or other proprietary right of any other person or entity.
11. All entries become the property of PNY. In consideration of being allowed the chance to enter the Contest, you hereby grant PNY a perpetual, non-exclusive, worldwide license and right to utilize the entry materials that you submit to PNY in connection with the Contest (collectively, "Entry Materials"). PNY will not return the Entry Materials to any entrant. Without limiting the generality of the foregoing, you acknowledge that PNY shall have the right to use, modify, reproduce, publish, perform, display, distribute, make derivative works of and otherwise commercially and non-commercially exploit the Entry Materials in perpetuity and throughout the universe, in any manner or medium now existing or hereafter developed, without additional compensation to you or any other person or entity. You agree to take, at PNY's expense, any further action (including, without limitation, execution of affidavits and other documents) reasonably requested by PNY to effect, perfect or confirm PNY's rights as set forth above in this paragraph 11.
12. No mechanical reproductions, online entries, or facsimiles will be accepted by PNY, and all such entries will be void. PNY is not responsible for misdirected, inaccurate, incomplete, lost, late, delayed, undelivered, damaged or illegible entries, and all such entries will be void. PNY is also not responsible for technical, hardware, or software failures of any kind, of errors or problems which may occur in connection with or relating to the Contest, whether computer, network, technical, mechanical, typographical, printing, human or otherwise, including, without limitation, errors or problems which may occur in connection with the administration of the Contest, the processing or judging of entries, the announcement of the prizes, in any Contest-related materials or that may limit prize fulfillment or a team's ability to enter the Contest. PNY reserves the right, in its sole discretion, to cancel, postpone or end the Contest at any time, should any computer virus, malfunction, fraud, tampering, unauthorized intervention or other cause beyond its control corrupt the administration, security or proper operation of the Contest. PNY also reserves the right to cancel, postpone or end the Contest at any time, in its sole discretion, or to disqualify any team or winner that PNY, in its sole discretion, deems to have cheated, destroyed, obstructed, or otherwise acted illegally or in bad faith in relation to this Contest. If the Contest is cancelled, PNY may, in its sole discretion, judge all eligible entries received up to the time of such action using the judging procedures outlined below to determine the Grand Prize and/or Honorable Mention winning teams. False or deceptive entries or acts will render the entrant ineligible, and PNY reserves the right to disqualify any team (and void the team's entry) who attempts to undermine the legitimate operation of the Contest by tampering with any Website mechanism, acts in a disruptive manner or violates these Official Rules. Any attempt by a team or any individual team member to deliberately damage or undermine the legitimate operation of the Contest may be in violation of criminal and civil laws. Should such an attempt be made, PNY reserves the right to seek remedies and damages

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(including attorneys' fees) from any such individual team member(s) to the fullest extent of the law, including criminal prosecution.

13. An independent panel of judges will review each eligible entry. Entries will be judged based on the following criteria: originality, the development of the team's plan, the way the plan enhances senior citizens in the team's community, the teamwork involved in executing the plan, plan utility (how useful is the plan), completeness of the submission (photographs and text for all important aspects of the plan) and a clear, concise text description, and technical merit of the plan as well as any materials submitted to support the plan. The decisions of the judges are final and binding on all participants.

14. One (1) Grand Prize winning team will be selected. Each member of the Grand Prize winning team will receive a twenty-five hundred dollar (\$2,500) college scholarship, up to a total of twelve thousand five hundred dollars (\$12,500) for a five-member team. In addition, the Grand Prize winning team's school will receive three (3) computer systems (consisting of a computer and a monitor) to be chosen by PNY, whose value will not exceed one thousand dollars (\$1,000) for each system. The scholarship monies shall be made payable to the accredited college, university or other institution of higher learning as designated by each Grand Prize winning team member, in care of the individual winning team member, and are intended for use during the 2008/2009 school year. The scholarships are not assignable or transferable, and there shall be no changes or substitutions. Additionally, three (3) teams will receive honorable mentions. Each member of the Honorable Mention teams will receive a PNY Flash Media Prize package consisting of of USB Flash Drive and Flash Memory Card value not to exceed \$500 per team. All entrants will receive a special gift package. Package value not to exceed \$10.00.

15. The odds of winning will depend on the total number of eligible entries received at the conclusion of the Contest Period. PNY reserves the right to choose fewer than three (3) Honorable Mention winning teams if, in PNY's sole discretion, it does not receive a sufficient number of eligible and/or qualified entries.

16. All federal, state, and local taxes on prizes are the sole responsibility of the winners.

17. The winners need not be present to win. Within one (1) week after the judging, PNY will make all reasonable attempts to contact the winners by telephone as well as notify them by mail at the telephone number(s) and address(es) provided on their Official Entry Forms. The names of the Grand Prize team members and Honorable Mention team members will also be posted on the Website (<http://www.pny.com/education>). If the members of the Grand Prize and Honorable Mention teams cannot be contacted after reasonable attempts or if they fail to claim their prize within thirty (30) days after the winners are announced, another winner will be selected in their place, at a later date to be determined, which will be held at the executive corporate offices of PNY Technologies, Inc., 299 Webro Road, Parsippany, New Jersey 07054. PNY is not responsible for illegible or erroneous information written on any entry form. PNY reserves the right to interpret these rules and to make decisions concerning the awards, acceptance and use of scholarships in situations not covered by these rules.

18. THERE ARE NO WARRANTIES WHICH EXTEND BEYOND THE DESCRIPTION ON THE FACE HEREOF. FURTHER, PNY MAKES NO EXPRESS OR IMPLIED REPRESENTATIONS ABOUT THE CONTEST AND/OR THE SCHOLARSHIPS AND SHALL AWARD THE SCHOLARSHIPS "AS IS", "WITH ALL FAULTS" AND WITHOUT ANY WARRANTIES AND/OR GUARANTIES, EXPRESS OR IMPLIED, WHATSOEVER, INCLUDING, BUT NOT LIMITED TO, NO WARRANTY OF FITNESS FOR A PARTICULAR PURPOSE AND NO WARRANTY OF MERCHANTABILITY.

19. The Contest is subject to all applicable federal, state and local laws and regulations, and all issues and questions concerning the construction, validity, interpretation and enforceability of these Official Rules, or rights of entrants, shall be governed by and construed in accordance with the laws of the State of New Jersey, without regard to conflict of law principles.

20. BY ENTERING THE CONTEST, YOU RELEASE PNY AND ANY PARENT COMPANY, SUBSIDIARY, AFFILIATE, DIRECTOR, OFFICER, EMPLOYEE AND AGENT OF PNY (COLLECTIVELY, THE "RELEASED PARTIES") FROM ANY LIABILITY WHATSOEVER, AND WAIVE ANY AND ALL CAUSES OF ACTION, RELATED TO ANY CLAIMS, COSTS, INJURIES, LOSSES OR DAMAGES OF ANY KIND ARISING OUT OF OR IN CONNECTION WITH THE CONTEST OR DELIVERY, MISDELIVERY, ACCEPTANCE, POSSESSION, USE OF OR INABILITY TO USE ANY PRIZE (INCLUDING, WITHOUT LIMITATION, CLAIMS, COSTS, INJURIES, LOSSES AND DAMAGES RELATED TO PERSONAL INJURIES, DEATH, DAMAGES TO OR DESTRUCTION OF PROPERTY, RIGHTS OF PUBLICITY OR PRIVACY, DEFAMATION OR PORTRAYAL IN A FALSE LIGHT, WHETHER INTENTIONAL OR UNINTENTIONAL), WHETHER UNDER A THEORY OF CONTRACT, TORT (INCLUDING NEGLIGENCE), WARRANTY OR OTHER THEORY.

21. Before the scholarships are awarded, each winner must sign a full and complete release enabling PNY and/or any of its related entities to reprint, distribute and/or use the winner's name and/or likeness and/or voice and/or photograph and municipality of residence in any manner and in any medium (including, without limitation, radio broadcasts, newspapers and other publications, television or film releases, slides, videotape, distribution over the internet and picture data storage), which PNY may deem appropriate without any recourse against such entities, and each winner agrees to hold such entities harmless for such use. The winners (and/or their parents or legal guardians for any team member who is under the age of minority in their state when the Official Entry Form is submitted) will also each be required to provide proof of identity, address and birth date, as well as execute and return an Affidavit of Eligibility and Liability/Publicity Release (where permitted by law) and a 1099 tax form within ten (10) days from the date of mailing, either by facsimile or U.S. registered mail, to claim the prize.

22. All questions and/or correspondence pertaining to this contest shall be addressed to Margaret Salleroli, PNY Technologies, Inc., 299 Webro Road, Parsippany, New Jersey 07054.

23. The Contest is void wherever taxed, prohibited or restricted by law.