

CONTRACT OFFER TO INDEPENDENT SALES AGENT

[on company letterhead]

November 9, 2005

[name of sales rep]
[address]

Dear Sir/Madam:

Please consider this letter our formal offer to contract you as an independent sales contractor for our *[insert location]* office commencing *[insert start date]*. Your efforts will be directed to obtaining sales for the products and services outlined in this letter in the territory noted below, and you will report to *[insert name of department head or other contact to whom sales rep will report]*.

Sales Issues

You will be contracted as a non-exclusive sales contractor for the following products, services and territory:

Product: All products and services as offered by [Name of Company] from time to time.

Territory: *[set out the province(s) which comprise the territory]* and such other jurisdictions we may agree on in writing from time to time.

General Terms and Conditions of Sale: All purchases, sales or other transactions shall be completed in the name of the Company and shall require prior approval and authorization. You will not be entitled to accept any orders or contract the Company to complete the sale of any products or services without our express approval. All order and sales documentation shall be on such forms and pursuant to such procedures as the Company may establish from time to time. The Company shall be entitled to reject any orders or proposals as we see fit in our absolute discretion, and are not obligated to accept any orders or proposals presented to you or which you present to the Company. You shall not make any product or service claims or offer any warranties, discounts or return policies which have not been approved by the Company in writing, and you shall be fully responsible to the Company and to our customers for any damages suffered as a result of any breach by you of your obligations under this provision.