

LETTER OF INTENT SETTING OUT TERMS OF RELATIONSHIP BETWEEN AN ADVERTISING AGENCY AND A CLIENT ADVERTISER

September 3, 2008

[Client]
[street address]
[city, state, zip code]

Dear Sirs:

This letter is to confirm that you wish to retain [name of agency] (the "Agency") to serve as your advertising agency in accordance with and subject to the terms and conditions hereinafter set out:

Nature of the Assignment

The focus of our assignment shall be the following Products (hereinafter the "Products"):

[describe]

During the term of the assignment, you agree not to retain any other agency or company to prepare or place advertising with respect to such Products. You may, at your discretion, assign additional products or services to us from time to time, subject to our ability to handle same. If additional products or services are assigned to us and we agree to handle same, all of the terms and conditions hereof shall apply to such additional Products, unless otherwise mutually agreed to in writing.

You agree to authorize the Agency to act as your agent in purchasing any necessary materials and services required to produce advertising on your behalf.

During the term of the agreement, we shall not accept any assignment with respect to products or services competitive to those assigned by you to us.

Nature of Services Provided

The Agency will provide the following services for you in connection with the planning, preparing and placing of advertising for the Products. We will:

1. Study the Products;
2. Analyze present and potential markets;
3. Create, prepare and submit advertising ideas and programs;
4. Employ on your behalf our knowledge of available media and means that can be profitably used to advertise the Products;
5. Prepare and submit estimates of costs of these recommended advertising programs;
6. Write, design, illustrate or otherwise prepare your advertisements, including commercials to be broadcast, or other appropriate forms of your message;
7. Order the space, time, or other means to be used for your advertising, endeavoring to secure the most advantageous rates available;

8. Properly incorporate the message in mechanical or other form, and forward it with proper instructions for the fulfillment of the order;
9. Check and verify insertions, displays, broadcasts or other means used, to such degree as is usually performed by advertising agencies; and
10. Audit invoices for space, time, material preparation and services.

THIS IS A 5-PAGE FORM.