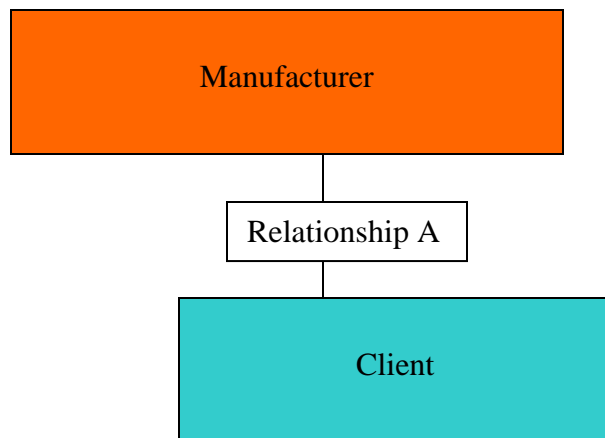
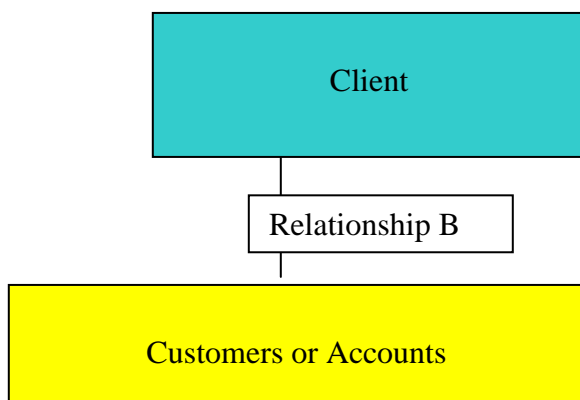


## General Outline of Client Relationships



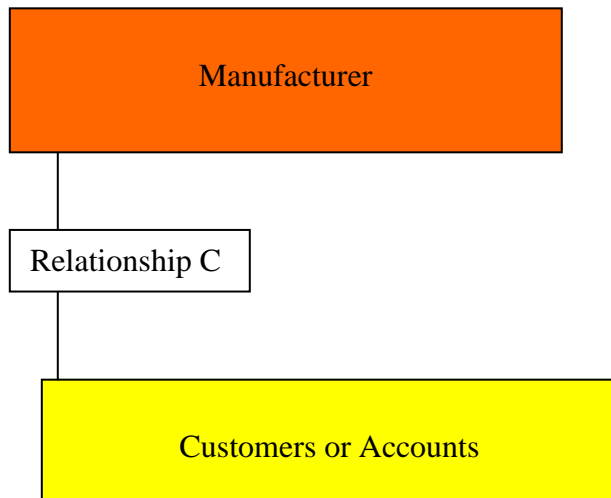
In the past, the client generally considered itself as a representative of the manufacturer. Within Relationship A, we focused on the Client's need to consider:

- Manufacturer's Representation Agreement (MRA) - to promote an understanding of the relationship and to develop an understanding of common goals, strategies and techniques;
- Non-Disclosure Agreements (NDA) to protect both the Manufacturer's and Client's proprietary business information;
- Joint Venture Agreements to clarify the duties and responsibilities when a joint venture was undertaken and to discuss when and how a joint venture might become possible; and
- Indemnity Agreements to protect the client from potential liability resulting from a defective product or some other breach.



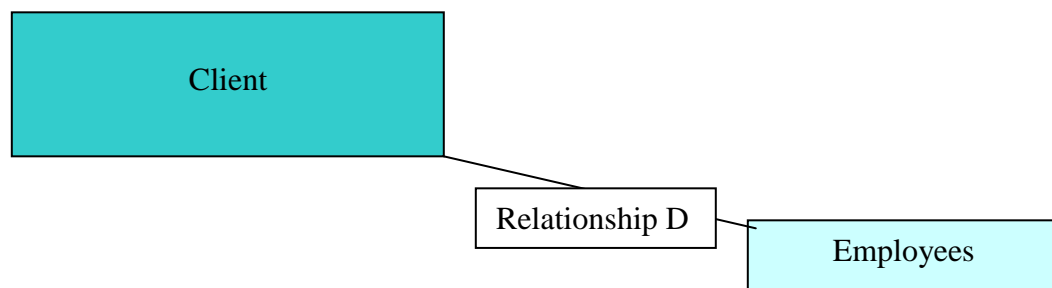
In the past, the client focused on the Customer or Account as someone to sell. We focused on the possible reversal of roles. We discussed the growing and developing trend among real estate brokers to represent not just sellers but also buyers. We also developed an understanding the customer of today, may become the manufacturer of tomorrow. Within Relationship B, we focused the client's business attention on networking the customers. Legally, we focused the client's attention on

- Non-Disclosure Agreements (NDA)
- Joint Venture Agreements



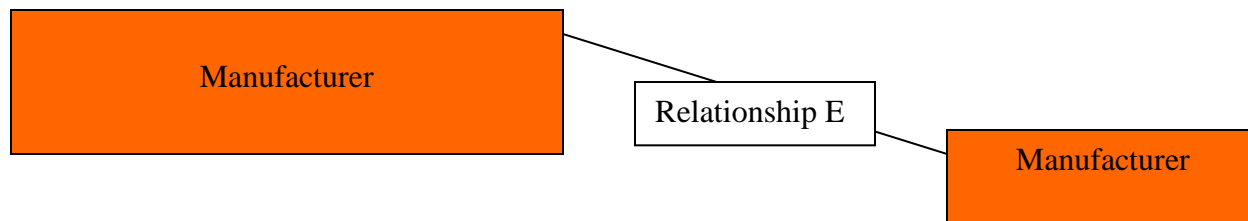
Although in discussing relationship C, the client is not directly involved. Still, relationship C plays an extremely important part in the client's business. Specifically, in this case, we are dealing with an entity that acts between these two entities. The entity strives to promote higher quality and higher quantities with relationship C. So, the client needs to consider the importance of this relationship and the legal aspects of this relationship. The legal aspects include:

- Invoices and Purchase Orders between the participants in this relationship
- Potential Supply Agreements
- Joint Venture Agreements
- Non-Disclosure Agreements



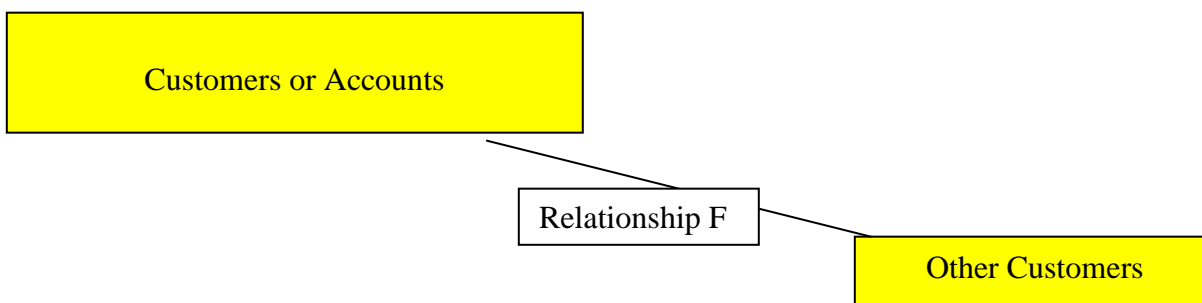
Relationship D is perhaps the most important aspect for any business. It is also likely to be the least developed. For this client, we sought to focus the client's attention upon:

- Team Approach to Problem Solving
- Team Approach to Growth
- Confidentiality to Protect Customers and the Principals
- Anti-Piracy to Protect the Team
- Non-Compete Agreements to Protect the Team



Again, the client is not directly involved in Relationship E. However, relationship E does have the ability to impact the client's business. The manufacturers are seen by each other as competitors. The success of one may be the failure of another. So, relationship E becomes important to the client in its business model and in its analysis of which manufacturer's to represent. Further, in terms of the legal relationship, we focused the client's attention on:

- Non-Disclosure Agreement (NDA) designed to protect the identity of a particular manufacturer's ideas and proprietary business information.
- Non-Compete Agreement (part of MRA) designed to foster loyalty and specialization in the representation of the principal manufacturer.



In the last relationship, we discussed the importance of customer development. While manufacturers may be competitor their competition is different than the competition of the customers. Here, the focus is on servicing the customer need. In a business sense, you can supply the same product from one manufacturer to two different customers but you cannot supply the same product from two different manufacturers to one customer. Here, the focus of the legal analysis is upon:

- Non-Disclosure Agreement to prevent one customer from receiving the proprietary business information of another customer and
- Non-Compete Agreements to foster customer loyalty and commitment.