

Presented by:

apogeeINVENT

Driving real business and opportunity through the online experience.



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ApogeeInvent MLMSoftwarePRO Network Marketing Platform

Project Team Introduction

ApogeeInvent has been working as a team in the online technology arena since June of 2004. The founding partners Beto Paredes and Joseph Frazier have over ten years of experience in this field. Both take special interest in every project, monitoring the development process as it occurs.

At ApogeeInvent, we are always excited to begin a new project. Our team, consisting of experienced software engineers and professional designers, has worked together on numerous projects since the company's inception. We have completed over 1600 projects to date and have written over two million lines of code, creating a memorable presence for many successful companies. We are certain this project will be equally successful.

All our projects are managed by Dwight Calwhite, CTO, and are created by accredited designers, writers, and software engineers. All are degreed professionals with extensive experience in every part of the project, from start to completion.

Web Content Development and Search Engine Optimization Standards:

- **Content Analysis-** We complete a full content analysis of any existing content for the website either online or in the form of other marketing materials. This analysis is done to convert the current content into superior web content that will increase website ranking to ensure the site is at the top of the search engines.
- **Content Development-** As part of the service we will also further develop website content by either creating or greatly enhancing your current information to present it on the web with the appropriate density for top search engine placement.
- **Meta-tag Development-** We will create custom meta-tags for each of the pages on your new website. Each of the pages on the web has a unique subject focus pertaining to the product or services that you're bringing to the online audience. Through the meta-tags, we instruct the algorithms of the various search engines as to where and how your website is to be placed.

Website Design Standards:

- **Creative Interview-** We will conduct a full creative interview with you and your staff in order to learn exactly what you want to present to your online audience. Through this interview we will help you determine your color scheme, logo placement and precisely how to design and lay out your new website.
- **Language Usage-** We develop our websites utilizing the most current and advanced languages. We use full CSS layouts and HTML standards that are all 2.0 compliant (2.0 is the current industry standard). Depending on the specified website layout, other languages may be used, such as JavaScript, ActionScript and PHP.
- **Website Layout-** We will skillfully design custom exterior web pages for your new website. Included in these pages are standard web pages such as home, about us, our services, contact us, and so on. Each page will have unique images and a styled layout giving them a rich look and feel.
- **Custom Navigation-** You have several navigation choices including folder tabs, drop down menus and side tab menus. We will delineate the unique advantages of each and review these options with you so you can select the best possible choice for your new website layout.
- **Logo Incorporation-** We will take your current logo and any other branding you have and incorporate it into the website. If you do not have one, a professionally styled logo for the web is included in this contract.
- **Contact Web Form-** The website comes with a standard contact web form where visitors can inquire about the business and email questions. This form includes a place for first name, last name, email, best time to contact and a form entry for the body of the inquiry.

Website Submission Standards:

- **Search Engine Submission-** We will publish your new website to Google, Yahoo, MSN, ASK, and 2500 other traffic generating services online.

- **Placement Tracking-** We will track your online placement until we find you have been indexed and placed appropriately on the search engines.

Dynamic Website Standards:

- **Dynamic Pages-** Each of the pages on the website have the ability to be edited through our user friendly WYSIWYG editor. This gives you the ability to change text size, type, color, add pictures, add hyperlinks and change the content of the website pages without having to understand HTML. The editor also provides you with the ability to work directly in the HTML should you desire to do so.
- **Dynamic Language Usage-** In combination with the language standards for CSS and HTML we will be establishing a MySQL database in order to incorporate the dynamic areas of the website. The website will be converted to a full application with the active server page language PHP as the core interface engine.
- **User Access-** Your dynamic website comes with a secure login that requires a user name and password to enter the editable portions. You are able to define more than one user and create multiple login profiles so others can edit the website as well.
- **Announcement System-** The user portal has a customizable landing page where you can put in simple news and images for those that are allowed to log into the system.
- **Form Creation-** The dynamic website comes with one fully laid out form of average size, such as a simple quote manager, allowing you to interact with your website visitors.
- **Newsletter Administration-** The dynamic website comes with a newsletter sign up form. This stores individual emails that are interested in receiving newsletters and further information from your company. This also comes with a basic suppression list which allows people that sign up for your newsletter to opt out. You are able to download the list by CSV and upload into most email broadcast systems.
- **eMail and Inquiry Database-** Besides being emailed directly, all of the inquiries made on the website will be stored securely in the MySQL database. They are organized with a list and view format making it easy to review the various requests. The information can be queried by date range or searched by key word or phrase.
- **Tracking System-** The dynamic websites comes with a basic per page hit counter, HTTP refers (where the hits are coming from) and a simple interface to access the information.

WYSIWYG Editor

- **Advanced Page Changes-** The What-You-See-Is-What-You-Get (WYSIWYG) editor allows you to make advanced page changes without any required technical knowledge. This makes editing or updating your system simple for anyone in your company.
- **Editor Access-** You are able to click on the Edit link located in any dynamic area of your website. This will open the WYSIWYG editor and give the Administrator (any user with access to the system) complete control over the content in that area.
- **Edit Functionality-** The WYSIWYG editor works in a similar fashion to Microsoft Word. You simply click buttons to format your text in any way you like. Change text size, make it bold, change the background color, move it to the right, and any other edits you wish to make.
- **Layout-** Edit the layout of your text through the table editor.
- **Links-** You can easily and efficiently create links to other websites or any location within your own site with just a few clicks. This will allow you to make changes to your current links, add links to other locations for ease of use, and remove links that you no longer want.
- **Archive Changes-** The WYSIWYG editor saves a copy of every version of your dynamic content. If a mistake is made or the new content isn't what you wanted, it is easy to revert to a previous version. Each step is archived through this function.
- **Media Uploads-** You can choose to upload any kind of media content directly onto your site using this editor. It makes it simple and converts it to fit in the dynamic areas you select.
- **Image Uploads-** Like media, the editor makes uploading images simple. You can upload any number of images and arrange them how you wish within the web page.
- **Video Uploads-** If you have the Video Package enabled, you will be able to upload any number of videos to your site. They will be encoded and play directly from your site in a standard embedded video player (similar to YouTube video player Functionality)

- **Audio Uploads-** If you have selected to have the audio package enabled, audio clips can be uploaded and played using our standard audio player.
- **Language Translation-** The editor also performs language translations so you can select to host content in other languages on your site.

Network Marketing General Features

- **Simple Search-** This technology allows for quick searching with various filter buttons. You can filter a list with a simple click of a button to easily and quickly manage your information.
- **Sort Buttons-** There is a built in sort function that will allow you to break down your vast lists according to a specific type of data field. For example, you can sort your distributors according to the month they signed up to assign certain privileges or payout at specific times.
- **Grouping Buttons-** You can assign every individual within your system to a specific group. You can elect to group them according to when they signed up, volumes, or any other variable. This is another tool to easily manage your data and the system.
- **Export Options-** The information contained in your platform has numerous options for exporting to other database systems. Depending on the system used, these options include sending this information to print, CSV, tab separated, XML, or a Mass email list.

Network Marketing Genealogy

- **Downline View-** A flat downline view is available for a comprehensive look at ones affiliates with a number of sorting and grouping options, including group counts. You may sort by levels (with a count of affiliates per level), enrollments dates, and volumes to name a few options. Also available is a detailed view of each affiliate with contact information and estimated qualifications and earnings for the payout period. There are a number of exporting options available for backup routines, transferring, and printing. This also includes an email list generator for mass emailing. Included in the downline view are several supplemental viewing tools.
- **Graphical/Tree View-** Accessible via the downline view, it allows the ability to visually browse your enroller tree with a quick summary of rank, personal volume, and group volume, allowing you to have an alternative way to monitor affiliates activities and how they affect each other in the enroller tree. Using the latest web technologies, the interface is completely dynamic and allows for the most flexibility when managing your enroller tree.
- **Volumes View-** Accessible via the downline view, it provides a quick summary of volumes acquired by month per affiliate which includes ones personal volume and their group volume.
- **Purged/Trashed View-** Accessible via the downline view by administrators, you may remove affiliates from the enroller tree and keep track of a history of these affiliates. Like a Recycle Bin or Trash Can, you can restore affiliates at any time. Re-insertion will be based on your business/company rules.
- **Earnings View-** You can easily look up earnings details for the current month. These details are available in real-time values, meaning they are continually updated to give you accurate and the latest reporting of earnings in your system.

Compensation Structures

- **Compensation Plans-** We offer compensation plans in a variety of different models based on your needs and specifications. Included in our compensation models are binary, matrix, and uni-level. We can also combine different models to create a hybrid compensation plan. You may select from one of the models we have available, or you may have a custom compensation plan created at our hourly rate. Hybrid models may be outside the scope of this contract and require additional hourly work (ask your company representative for more details).
- **Unilevel Model-** This type of plan is often considered the simplest of compensation plans. Uni-Level plans pay commissions primarily based on the number of levels a recipient is from the original representative who is purchasing the product. Commissions are not based on title or rank achieved. By qualifying with a minimum sales requirement, representatives earn unlimited commissions on a limited number of levels of downline recruited representatives.
- **Matrix Model-** This type of plan is similar to a Uni-Level plan, except there is also a limited number of representatives who can be placed on the first level. Recruits beyond the maximum number of first level positions allowed are automatically placed in other downline (lower level) positions. Matrix plans often have a maximum

width and depth. When all positions in a representative's downline matrix are filled (maximum width and depth is reached for all participants in a matrix), a new matrix may be started. Like Uni-Level plans, representatives in a matrix earn unlimited commissions on limited levels of volume with minimal sales quotas.

- **Binary Model-** A binary plan is a multilevel marketing compensation plan which allows distributors to have only two front-line distributors. If a distributor sponsors more than two distributors, the excess are placed at levels below the sponsoring distributor's front-line. This "spillover" is one of the most attractive features to new distributors since they need only sponsor two distributors to participate in the compensation plan. The primary limitation is that distributors must "balance" their two downline legs to receive commissions. Balancing legs typically requires that the number of sales from one downline leg constitute no more than a specified percentage of the distributor's total sales.
- **Hybrid Model-** These are compensation plans that are constructed using elements of more than one type of compensation plan. We can typically create any kind of hybrid model, on a project by project basis. There may be additional fees, depending upon the requirements.

eCommerce Online Web Store:

- **Advanced User Management-** Admin users are able to define whether or not a user of the system has access to specific user control areas. This includes the WYSIWYG editor, product entry and edit, customer management, order management, system reporting, fulfillment, etc.
- **Product Entry-** This application allows for an endless number of products. The system supports both shippable and downloadable products. Product pages support multiple images, standard text or HTML descriptions and styled layouts.
- **Product Attributes-** Each product can add personalized attributes or include other products in the system as attributes. An example of a personalized attribute would be color and size. An example of adding a product would be giving the choice to have a helmet, gloves and a jacket to a snowboard purchase. Customized attributes can be stored in a profile and added to multiple products, saving data entry time.
- **Category Development-** Category and subcategory creation is fully supported within this application. You are able to make any number of category / category and category / product associations. This will interact directly with the navigation for the shopping technology.
- **Feature Products-** Feature products appear on the homepage of the web store. It is very easy to feature a product in the system. You simply check a box in the product edit screen and it is selected to be featured until the box is unchecked.
- **Shopping Specials-** Any product is able to go on special. You enter in a special price and it will show the original price with a mark through it. A product that has gone on special appears in the specials section of the store and has the option to be featured on the home page.
- **Up-sell / Suggestions-** The store supports the display of products that are set as standard up-sells and frequently purchased in tandem with the product in display. These appear in the base of the product page and on the basket confirmation page.
- **Website Carousel-** A site-wide image carousel of the latest 25 product images (moving horizontal display of images in a carousel fashion viewable from each page of site) can be turned on at any time. Products can be checked for inclusion in this or unchecked to be taken out.
- **New Product Announcements-** Customers and website visitors can sign up to receive new product details as you enter them into the system. The system automatically sends out an email announcement with the details of the new product.
- **Search Features-** There is a simple keyword search and an advanced search available to make larger product databases easier to navigate. The advanced search has additional information about the product available, for example, manufacturer and style.
- **Shopping Basket-** The system allows visitors to purchase any number of items and have them available in a shopping basket for when they are ready to check out. This basket can be remembered for when users come back if they create an account with you.
- **Checkout Process-** The check out process is a simple verify and purchase interface making the shopping experience very easy. Once an order proceeds to checkout there is a verification screen where the customer can change amounts, drop items and verify their purchase. From there they enter in their billing, shipping, preferred shipping carrier and credit/debit card information. Once the purchase is verified a confirmation page appears reviewing the order and a receipt email is sent to the customer with full details of the order.

- **Secure Transactions-** Every transaction that occurs in the system is secured with standard SSL (Secure Socket Layer) and encrypted while passing from the application through the merchant gateway and back to the database. Our technology follows all expected standards for preventing identity theft in the shopping process.
- **Interactive Meta-data-** Unique to our applications is the meta-data interactivity. This system will take the information of every piece of inventory in your system and put the most essential terminology into the meta-tags. This gives high priority for every page when communicating with the search engines. For this reason your individual inventory pages will compete for top placement right alongside the rest of the website.
- **Shopping Privileges-** Web visitors are able to create an account with your online store or shop as a guest. If they create an account they can log in, track their order (we support USPS and UPS), view their past purchases and send requests to the website admin. Customers with an account are also able to store credit / debit card information, and save their billing / shipping defaults so they can shop faster on their next visit.
- **Customer Management-** Those with the set privileges are able to review any of the customers in the system. They can see all the orders that have been made, work directly on active orders made by the customer and access customer account information. A list of all the customers with their basic contact information can be accessed and printed to keep as a physical record.
- **Order Management-** The system supports extensible order management. Each order runs a standard three step system of received, in process and shipped (Can be by-passed by a fulfillment house). This gives those with the correct privileges the ability to manage the fulfillment process in-house.
- **Order Modification-** Voids, partial refunds, product exclusion / addition, and transaction cancellation are all possible to those with the right permissions after the order has been placed. This allows for smooth customer relations and reduces the amount of operator error. (Supported by most merchant gateways.)
- **Shipping Support-** The system allows user to define a separate billing and shipping address while in the check out process. They are also able to define shipping instructions in a user input box. Shipping labels and packing slips can be printed from the system to use in the fulfillment process.
- **Inventory Control-** From a single management view screen, those with the correct permissions are able to enter in inventory amounts for each of the products. They are able to set the amounts to pull the product from the store front end, to let it remain live with back order information or not to modify at all. There is a flag system that alerts the admin when inventory goes below a specified amount.
- **Activity Reports-** The system comes with a number of standard reports including: transaction history, inventory lists, orders by date, daily received, in process, shipped, etc. We also custom script exports for QuickBooks and other financial systems. This is additional and the programming required is billed per hour.
- **Merchant Account Support-** The system comes with the development time necessary to hook up and test the merchant gateway of your choice to the software. If you are working with more than one merchant account, additional gateways can be added on a per hour basis.
- **Fulfillment Support-** The system comes with the development time necessary to hook up and test the fulfillment house of your choice. This includes the process of sending orders and receiving fulfillment data back to show orders processed.

Network Marketing Management System:

- **Single Product Mini Webs-** The MLMSoftwarePRO system supports any number of unique product landing pages with a single purchase check out. If desired, a verification page can be added where you up-sell other products just before check out. Each of the individual mini webs has their own confirmation page that supports an unlimited number of pixel ids. Mini webs have a small installation fee associated. This cost varies with the complication of the data capture required. We also offer the design of mini webs as a separate contract.
- **Pixel ID Management-** There is a confirmation page pixel id management suite built into this technology. You are able to manage and test any number of pixels given to you from the various affiliate networks. The pixel can be added to one or more of the product confirmation pages in the system.
- **Subscription Offers-** The system supports product and service orders that are continuity based. Each offer allows direct purchase to continuity or can be offset for a pre-determined number of days allowing for a trail to continuity model. Users are able to log in and manage their subscriptions, change user information or cancel. Additional products or services can be purchased and added to the continuity by the customer.
- **Fraud Protection-** The system offers a basic fraud protection protocol that verifies that the billing address associated with the card and the telephone number entered match accounting records. It also checks zip code and cross references area codes to see if the card holders address and telephone number is in the same place

(this red flags and captures for analysis). We also do the basic CVV code check to verify that the card holder has access to the card itself.

- **eMail Auto Response-** The system comes with a customizable email auto response system. This interacts directly with the person requesting the information allowing you to send out periodic emails to opt in inboxes. You can build two separate types of response loops. One to new customers and the other to opt in website visitors. The emails are stored HTML or plain text and the periodical time frames are all custom set in the system.
- **Affiliate Management-** MLMSoftwarePRO is made to handle any number of affiliates and affiliate types. Affiliates are able to log into the system, run multiple campaigns, track conversions and view commissions. Administrators are able to create an unlimited number of affiliate groups with different permission levels. They are able to have private products that are available only to logged in affiliates, determine what groups are allowed to see them and at what price.
- **Commissioning System-** The system supports a two tier commission plan allowing first tier users to recruit others beneath them and share their revenue. Admin users can pre set different commission amounts for each product on a percentage or fixed pay out. The system gives the option to assign different commissions to each of the various affiliate groups in the system, as well. This is 100% customizable to each tier by the admin user. The commissions cumulate and are visible to the affiliates in their back office. Admin users are able to fulfill the commission and set them to paid, generating records for the affiliates as they pay them out.
- **Custom Payouts-** The system allows for multiple payout schedules to be created. These can be for product groups, affiliate levels or for individual products types. This allows the store owner great leverage to give a Network who is going to send thousands of customers better margins without having to change it for everyone.
- **Creative Management-** MLMSoftwarePRO allows the store owner to upload and set up different banner and email creatives to be utilized by the affiliates of the system. This can be any number of creatives. Affiliates are able to take code for the creatives and put them on their websites or various networks. The creative will automatically populate and track directly to the affiliate's campaign url, giving them credit for new customer purchases.
- **Campaign Management-** Affiliates are able to generate any number of campaign codes. This allows them to track their efforts closely. They can take the creatives provided in the back office user portal and the campaign code will automatically associate. They can view and compare the results of the different campaigns and use this information to refine their publishing directives.
- **Replicated Website-** This platform allows affiliates of the company to post their image and description with a custom welcome on the homepage of their landing site. For example www.yourwebsite.com/john would have John's picture and information on the homepage. This is especially nice for offsite affiliates that want to put the website address on their business cards and marketing materials.
- **Merchant Gateway Balancing-** Our system will allow you to enter in additional merchant gateways in order to accommodate restrictions gateway to gateway. For example, you can set the system to push \$10,000 through one gateway within a 24 hour period. If it reaches beyond \$10,000 it then balances over to the next merchant account which has its own unique limit set. You can add in an unlimited number of merchant accounts, all with their own restriction levels based on amount and time. Adding merchant accounts beyond the first one is a per hour programming charge.
- **Load Balancing Backbone-** MLMSoftwarePRO is made to adapt to a load balanced or clustered environment without disturbing the application or the activity on the web. As you grow your business, adding additional servers to accommodate traffic is no problem. This is extremely important for those that are interested in going to the enterprise management level with their online business.
- **Logs-** This technology includes full reporting modules with various logs that will track all enrollment attempts as well as payment attempts, both internally and externally.

PowerLine System

- **Landing Page-** We will develop a complete landing page to send traffic to your system utilizing industry standards and formatting designed to optimize traffic conversion.
- **Banners-** The marketing mini web comes with a set of 5 banners to direct traffic to the landing page.

Main Power Line User Portal

- **Users Levels-** The system comes with the capability of multiple permission levels based on the type of user. There are three main user levels, the System Admin, Manager, and User.
 - **System Administrators-** This user level will have access to all areas of the system. Through the system administrator portal, you will be able to manage the entire system and view the activity of all user levels, make adjustments, and perform many other functions.
 - **Managers-** These users will be any individuals that have actually purchased the rights to use the power line for recruitment purposes and will be privy to all of the system details of their down lines and will be able to manage their portfolio directly through the system. They will also be able to manage the portfolio of the users that sign up underneath them.
 - **Users-** This is the most basic permission level. Users will be able to log in and see everyone that signing up beneath them. They will have the most limited access as the user level for those that are inactive in the Network Marketing opportunity as well as those that have signed up but have not taken the power line as a tool.
- **Individual Back Office-** Each back office will have an account edit where the user can change their user name and password, their billing and contact information and manage auto ship profiles and the credit or debit card they have on file with the system.
- **Individual URLs-** There will be a link to “my website” where they can see the URL to which they will send all potential clients/customers. On this page they will also see the actual landing pages created for this system. We will also have banner codes available for them to view and use. They can then grab this banner code and place it on any of the websites that they have access to and begin sending traffic to the landing page.
- **Messaging System-** There will be an internal messaging system where users can communicate via an inbox, sent and outbox with both their downline and their up line. Messages can be sent to single or multiple internal users.
- **Genealogy Views-** The system will come with a basic genealogy viewer where users and managers are able to see the genealogy and those undecided about the opportunity can see those signing up below them in the genealogical format.
- **System Upgrades-** This technology will have an upgrade system management module that allows users to upgrade to the network marketing opportunity and then to using the power line.
- **Earnings View-** Each of the users / managers of the system will have “my earnings” that show the earnings they have made through the down line that has signed up for the opportunity to use the power line.
- **Bonus Module-** There will be a bonus module that allows those with administrative access to set bonuses for specified number of sign ups per manager over all or on a per monthly basis.
- **Query Function-** There will be a query to give specific information. It will show the leaders for the date period selected and allow an aging over time to show who is the most successful in larger periods. This will provide statistical comparisons and overall success rates of specific users.
- **Allocation-** There will be an allocation interface that allows a choice of left or right depending on what is desired in the system.
- **Contact Management-** Each manager will gain access to a contact management system that allows them to enter in contacts to follow up on and give them basic status as to the lead cycle.
- **Update Management-** Each system will have an update and cut off queue that can be managed by those with the appropriate permission level. Admins will set schedule of when the genealogy is updated (goes through the compression process to reorganize tree as necessary) to update and clean up the system.
- **Automatic Notification-** There will be an event email manager that sends out emails based on events. Such as “someone has signed up underneath you” or the event could simply be time gone by. These events can be defined by the Administrator and each user can set their own notification standards.
- **General Email-** There is an email manager that allows managers and system admins to email everyone in their down line or for the system admin everyone in the entire system.

Professional Design and Content Development Credits:

The MLMSoftwarePRO comes with 60 hours of professional design and content development credits to give your platform an attractive, customized appearance. These are added as a credit towards this platform to be used at any time after the purchase of the software. These credit hours may only be used for customizations to the product features detailed in this

contract. Most clients are able to make all design revisions and content editing/creation within this time period. We charge standard hourly rates, available on our website, for any additional design and content development work that exceeds these sixty free hours. Keep in mind that requests outside of what is detailed in the contract may cause you to go over credit hours and be charged hourly. Any unused credit hours will expire upon delivery of project. This platform also includes up to \$30 of free image / photo purchases for use in the platform design. If the total cost of images purchased exceeds \$30, the price of images will be billed to the client at cost, or the client may choose to purchase the images themselves and send them to the Creative Director.

Languages

Our technology is written in a combination of PHP, various other web languages (XML, Soap, AJAX) and Action Script (flash code base) on a MySQL database structure. Our choice of language is based on flexibility, usability and a very strong existing code library that we have developed over time.

Weekly Meetings

Company will be allotted a one hour weekly meeting time during the project with the project managers of ApogeeInvent to discuss progress. Access to additional meetings will be provided upon company's request. These additional meeting times will count towards the customization credit hours allotted in this package.

Training

We will give your staff full training on how to use the system. We can do this individually for up to 3 staff members or we can do up to 3 conference meetings to review the use of the system. Further training can be requested at an hourly rate.

Cost of Service, Time Frame and Installation

The ApogeeInvent Dynamic Network Marketing Platform base cost is \$34,295

We take payments for the ApogeeInvent Dynamic Network Marketing Platform in two installments. Half (\$17,147.50) is due upon commencement of the project and the remaining half (\$17,147.50) is due before the final project is uploaded to the web. You will receive an official invoice for both from ApogeeInvent.

Estimated time to delivery and full installation is 5 to 7 weeks from the time contract is delivered to Project Manager. This process of scheduling creative and content interviews, assigning designers and developers, and officially turning project over to the Manager will take approximately 1 to 14 days from the time the contract is enacted. This time frame covers the exact details of what is found in this contract. Installation is included. Any additional scripting outside of the exact details of this contract will be billed on a Net 7 the Monday after the week the work was done.

Further Development on this Project

Once the system is in place we offer you continuing development services per hour on this particular project. This will allow you to customize the platform however you desire. We only bill when we are working on your projects. We are usually available to handle anything you need.

Apogee 2 Year Limited Warranty

If your application fails to perform the specifications outlined in this contract, we will investigate the conditions which led up to the problem(s) of concern. If it's determined that the conditions which created the issue were directly related to the software/web development performed by ApogeeInvent we will remedy the issues as quickly as possible.

Forthwith there are certain conditions such as choice of database structure, pre-existing code, service of the host, server attacks, moving the software away from installation point and other potential factors that may be determined by us to be in breach of this warranty. As a condition of this warranty no other party outside of assigned ApogeeInvent staff may alter, access or move the code or software in any way without consultation and permission from ApogeeInvent's executive staff. In the instance of such a violation, the warranty is void immediately.

Late Payment Policy

To ensure to the swift completion of your project, please make all your payments in a timely manner. All of the code for the projects we work on is to remain on the ApogeeInvent development server prior to an agreed to launch date. Client is able to access, test and use the code base on our servers in the same way they would if it was live on their servers. At launch, once the product cost and/or invoicing has been paid in full, we will transfer the code to the environment of choice for the client. We often work on live versions after the code has been launched. Once the project is launched we reserve the rights to maintain user log in information to the client's live code base during development and until all invoices are paid in full. We back up the code that we work on at the end of every work week. If payment is not executed within 5 business days of the due date on the Net 7 billing cycle, and arrangements for alternative payment is not made, ApogeeInvent will cease all development on the project until payment is made. A late payment fee of the greater of \$15 or 5% of the unpaid installment amount will also be added to the unpaid invoice(s). Although we are usually very flexible with clients that keep in good communications over payments, ApogeeInvent reserves the right to roll back the code to the previous version before the development was done in the period that remains unpaid. It is also under our discretion to shut off a platform at any time if payment has not been made in full, or charge hosting fees once the project is completed and remains on our server.

Refund Policy

Apogee Design does not generally offer refunds. However, because we value our customer's satisfaction, if a customer feels that an ApogeeInvent product or service has excessively failed their expectations then they may contact us via email for individual consideration of a full or partial refund. As a convenience ApogeeInvent offers the ability to use credit and debit cards for smaller payments toward products and services rendered. By signing this agreement client agrees not to charge back their payments to ApogeeInvent and instead to work with ApogeeInvent on arrangements for refund if one is offered. Refunds are fully left to the discretion of ApogeeInvent.

Project Credit Hours, Timeframe and Deadlines

Software and website development and distribution deadlines are meant to be a guideline, and we fully intend to meet all deadlines quoted to our customers. Due to the nature of custom agile development, timeframes can be compromised by unforeseen events or new client requests in the design and engineering process. We want our clients to have creative freedom to take the project in any direction they choose. However, keep in mind that requests made by you outside of this proposal, or third-party involvement, can add additional time and cost to the platform. Features that are listed may, as a result, go over credit hours if the client decides to take the project development in a new direction. We fully understand our client's have deadlines surrounding funding and marketing objectives for delivery of their product. We do everything we can to match our development speed and delivery to these deadlines. In the software industry unrealistic deadlines can result in a poor quality of software and therefore on occasion we will extend deadlines to assure that high quality and usable products are produced from our projects. We do not guarantee that project completion will occur by the quoted deadline or credit hours.

Custom Development

All custom development is billed hourly based on the current pricing found on our website. Due to the nature of custom development, we offer our clients incremental reporting on their projects. All of the engineering we do is well documented and submitted with our invoicing. Hours spent in client meetings, coding, debugging, testing and installing a customized platform are all considered billable hours. (Product platform installation is included in product price.)

Ownership

Client is receiving an unlimited license to possess and use the software platform developed by ApogeeInvent as they see fit within the constraints of their own enterprise. Client may sell their business and the platform along with it, valuing the software application with that purchase, but may not simply replicate the code structure and begin selling the code base as a product or duplicate it for any other purpose other than backup without further contracting with ApogeeInvent. The code base and modules used to develop the client's project are part of the ApogeeInvent dynamic skeleton code base and rights are retained by ApogeeInvent and their developers. Client agrees to allow ApogeeInvent to use their project in



marketing efforts including but not limited to samples, case studies, in their portfolio, or other locations. ApogeeInvent may also include a small label on the work they have performed.

Entire Agreement

This agreement contains the entire understanding of the parties and supersedes any and all previous verbal and written agreement or understandings. There are no other agreements, representations or warranties not set forth in this agreement. This agreement will bind, and inure to the benefit of, the parties and their respective successor and assigns. Any modification, amendment, or waiver of any provision of this agreement may be made only in writing and signed by both parties. The failure by any party to exercise any rights granted herein upon the occurrence of any event set forth in this agreement shall not constitute a waiver of any such rights upon the occurrence of any such event. In the event any provision of this agreement is held to be in violation of any law, statute, regulation, ordinance, or court order, this agreement shall be deemed modified accordingly and to the extent necessary to comply therewith and shall otherwise continue full force and effect. This agreement shall be governed by, and construed in accordance with, the laws of the State of Idaho, and any action, claim or proceeding under this agreement shall be commenced exclusively in the federal or state courts located in the State of Idaho. This agreement may be executed in several counterparts, each of which shall constitute one and the same instrument. Section or paragraph headings in the agreement are for convenience of reference only.

Arbitration Provision

If any dispute arises among the parties, they agree to try first in good faith to settle the dispute by mediation administered by the American Arbitration Association (AAA) under its Commercial Mediation Rules. All unresolved disputes shall then be decided by final and binding arbitration in accordance with the Commercial Arbitration Rules of the AAA. Fees charged by any mediators, arbitrators, or the AAA shall be shared equally by all parties. In agreeing to arbitration, we both acknowledge that in the event of a dispute over fees, each of us is giving up the right to have the dispute decided in a court of law before a judge or jury and instead we are accepting the use of arbitration for resolution.

Signature

Upon client signature and initial of each page this contract will be officially enacted and stand as the legal and binding document for the work to be accomplished.

Client Name (Please Print) _____

Business Name (If Applicable) _____

Sign _____ Date _____

Fax Number for contract signature delivery _____ - _____ - _____

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Please fax to 360.251.8734 (Every page with initials and this signature page)

.....

ApogeeInvent Official Representative

Name _____

Title _____

Sign _____ Date _____