

**AGREEMENT
BETWEEN
UNITED STATES POWER SQUADRONS®
AND
SAILANGLE.COM**

This Agreement is between the United States Power Squadrons®, (hereinafter “USPS”) a non-profit corporation organized under the laws of the State of North Carolina and qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of the United States, and SailAngle.com®, a Limited Liability Corporation organized under the laws of the State of California.

In the furtherance of their mutual goals of encouraging and promoting recreational boating safety and enjoyment throughout the United States, USPS and SailAngle.com agree to work in close cooperation with each other according to the guidelines set forth below.

Now, therefore, the Parties agree as follows:

A. USPS agrees to:

1. Provide SailAngle.com with an electronic description of the USPS organization to enable the implementation of private groups on the SailAngle.com website.
2. Document the internet interfaces between SailAngle.com and USPS.org.
3. Appoint administrators for each private group and notify SailAngle.com of same.
4. Utilize the private groups on the SailAngle.com website as a communications platform for the USPS membership.
5. Provide SailAngle.com with direct links to all current and future USPS online course offerings and to explore methods to facilitate offering seminars and webinars on SailAngle.com
6. Make access to the SailAngle.com website an integral part of the USPS website.
 - i. Access for USPS members will be seamless.
 - ii. Access for non members will be directed to the SailAngle.com home page.
7. Provide SailAngle.com with a collection of USPS approved advertising content.
8. Encourage the participation in SailAngle.com by all USPS members thru
 - i. Communications from the Chief Commander
 - ii. An article in The Ensign and Compass
 - iii. A follow-on advertisement in the Ensign after launch
 - iv. Reminders in the monthly broadcast.

- v. Complimentary booth space at the 2009 Fall Governing Board and the 2010 Annual Meeting.
9. Provide a mechanism which will enable the publication of “How To” articles which have been published in The Ensign or Compass to be published on SailAngle.com.
10. A joint national press release announcing this agreement.
11. Accept responsibility for the USPS web site.

B. SailAngle.com agrees to:

1. Implement private groups for use by USPS as a communications platform on the SailAngle.com website. The hierarchy of these private groups will conform to the organizational description provided by USPS.
2. Restrict access to these private groups to USPS members.
3. Document the internet interface between USPS.org and SailAngle.com.
4. Provide access to all SailAngle.com features to USPS members.
5. Provide USPS administrators with instructional documents on the administration of a SailAngle.com group.
6. Feature at least two (2) USPS advertisements gratis as part of the standard random rotation with provisions for both national and local ads.
7. Publish selected “How To” articles from The Ensign & Compass with full attribution to USPS and the author.
8. Link to all current USPS online courses and submit a proposal for hosting USPS future online courses.
9. Have a presence at the 2009 Fall Governing Board and the 2010 Annual Meeting.
10. A joint national press release announcing this agreement.
11. Accept responsibility for the SailAngle.com website.

The Parties hereto shall have the following mutual responsibilities:

- C. This Agreement shall become effective on the date of its execution by both Parties and shall remain in effect until its termination by either Party upon a 30-day written notice. This

Agreement shall be reviewed by the Parties every year in order to modify and/or update its content. It is understood and agreed by the Parties that this Agreement represents the complete agreement between the Parties.

- D. Any amendments to this Agreement are subject to the written agreement of both Parties.
- E. As a condition of this agreement, the Parties agree not to discriminate against any person because of race, color, creed, sex, religion, national origin, age, or disability.

IN WITNESS WHEREOF the said Parties have herewith set their hands and seals as of the date(s) below written.

Original signed as follows (original on file at USPS HQ, Raleigh, NC):

For the United States Power Squadrons:

For SailAngle.com, LLC:

Creighton Maynard
Chief Commander

Randy White
President and CEO

12 September 2009

12 September 2009

Date

Date