

THIS EXCLUSIVE SALES REPRESENTATIVE AGREEMENT (this "Agreement") is made and entered into as of this [] day of [] 20[] (the "Effective Date"), by and between [], a corporation organized and existing under the laws of the State of [] ("Manufacturer"), and [] [a resident of the State of] [a corporation organized and existing under the laws of the State of] ("Representative").

WHEREAS, Manufacturer manufactures a range of products (the "Products", as defined herein);

WHEREAS, Manufacturer wishes to appoint Representative as its exclusive sales representative for the Products in the Territory (as defined herein) on the terms and subject to the conditions of this Agreement; and

WHEREAS, Representative is familiar with the Products and is willing and able to accept such appointment.

NOW, THEREFORE, for good and valuable consideration (the receipt and sufficiency of which are acknowledged by the parties), the parties agree as follows:

1. APPOINTMENT OF REPRESENTATIVE

1.1 Appointment. Manufacturer hereby appoints Representative, and Representative hereby accepts such appointment, as an exclusive, independent sales representative for the products listed on **Exhibit A** attached hereto (the "Products") in the territory described on **Exhibit B** attached hereto (the "Territory"). During the term of its appointment, Representative will develop sales for Manufacturer for the Products in the Territory, on the terms and subject to the conditions of this Agreement.

1.2 Appointment Limited to Territory. It is understood and agreed that Representative is not authorized to represent Manufacturer outside the Territory. Representative will refer to Manufacturer all inquiries from third parties received by it for the sale of Products outside the Territory.

1.3 Reservation of Rights by Manufacturer. Nothing contained herein will restrict the right of Manufacturer to promote the Products in the Territory directly or through another representative, agent or affiliate of Manufacturer, without payment of any commission or any other compensation to Representative, if (i) a customer refuses to do business with Representative, (ii) Manufacturer determines in its sole discretion that such promotion is necessary to secure adequate representation for the Products in the Territory or (iii) Representative is unable or unwilling to promote the Products to certain customers. In addition, Manufacturer reserves the right to make additions to, deletions from or other amendments to the list of Products, upon not less than thirty (30) days written notice to Representative.

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M Walker



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