

Talkspot Reseller Agreement

Overview:

Talkspot provides tools, hosting and other services that virtually anyone can use to produce their own website. Talkspot's services are paid for via a series of subscription plans currently ranging from FREE to \$12.95/month.

As an inducement to third parties, called herein "Partners" to refer customers to Talkspot, Talkspot is willing to give a percentage (30%) of the lifetime revenues from referred customers back to the person who referred the customer.

Definitions:

- **Talkspot:** A Washington State LLC named Cielo Azul Ventures II, LLC which produces do-it-yourself websites and provides website hosting services.
- **Reseller:** The individual or business, or its successors, who is referring customers to Talkspot
- **Referred customer:** An individual or business that sets up a website on Talkspot's service
- **Paid Subscription Plan:** Talkspot currently offers its service without a setup fee for either \$7.95 per month or \$12.95 per year. Talkspot also offers a subset of its services for free.
- **Paying Customer:** A Referred customer who signs up for one of Talkspot's Paid Subscription Plans (other than the free plan)

Terms:

- Talkspot will pay a referral of 30% of Talkspot's actual cash receipts (net of bank charges, bad debt, and credit card fees) from Talkspot's subscription revenues.
- Talkspot will remove any Resellers from the program without notice who have no Referred Customers over a 12 month period and have no existing Paying Customers.
- For bookkeeping convenience, Talkspot may opt to compute commissions at 25% which would reflect the net effect of bad debt, credit card and bank charges. This amount could be adjusted from time to time to reflect actual

results.

- Talkspot may adjust the royalty rate at any time or terminate the partner program completely. However, royalty rates on previously referred customers will not be changed.
- Partner may exit the program at any time without losing their right to collect commissions on referred customers.
- Talkspot will pay commissions monthly within 15 days of the end of each month. If the commission check would be under \$25, Talkspot may opt to withhold payment until the accrued amount is greater than \$25.
- Payments will be made via Paypal. Partner must have a paypal account that can accept US dollars.