



ASCOT SYSTEMS CENTRE

6 May 1989

Mr. David Shapiro,
SYS-ED,
35 W 35th St.,
New York,
NY 10001

Dear David:

This is to confirm our agreement with respect to our marketing and presenting your courses in Canada. What we agreed, I think, was as follows:

1. If SYS-ED's instructors teach a course in Canada through the ASC,
 - the ASC would pay Sys-Ed \$US800/teaching-day
 - the ASC would pay up to \$30Cdn/day for meals for the instructor
 - the ASC would pay for round-trip air fare to Toronto from New York (economy class)
 - the ASC would make arrangements and pay for suitable local hotel accommodation.
 - the ASC may put its instructor(s) on a course so that they may learn the structure of the course and be able to teach it here in future (Sys-Ed may wish to evaluate and approve/authorize the instructor(s))
 - all amounts are due and payable upon course completion.
 - the ASC would copy student handouts from your originals
2. For any Sys-Ed courses presented in Canada by ASC instructors,
 - the ASC would pay Sys-Ed a royalty for the use of the course material of 10% of the gross revenues received for the course (due and payable upon course completion)
 - the ASC would copy student handouts from your originals
3. The ASC would take all reasonable steps to protect SYS-ED's proprietary interests in the course materials placed under the ASC's care.

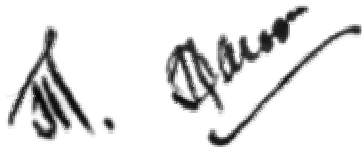
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4. Any enquiries Sys-Ed receives from a Canadian company regarding potential on-site courses would be followed up and acted upon by the ASC.
5. In the ASC's marketing process for courses taught by Sys-Ed's staff, the ASC may require the resume(s) of Sys-Ed's instructor(s), and/or references from Sys-Ed's customers who have taken the course(s).
6. Following each course, the ASC would provide Sys-Ed with a course report including financial details and student critiques.

Perhaps you would please sign one copy of this letter and return it in order to confirm your acceptance of these terms.

Yours truly,

A handwritten signature in black ink, appearing to read "M. Haroon", with a long, sweeping underline.

Max Haroon
Training Director
MH/ps