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**To CAGLE:**

Cagle Cartoons, Inc.  
Attn: Daryl Cagle  
906 Chelham Way  
Santa Barbara, CA 93108  
Phone: 805-969-2829  
Fax: 818 346-7234

.8 This Agreement shall not be construed to create a partnership, joint venture, employment or agency relationship between the parties hereto. Neither party shall be liable for any debts or obligations of the other party, and neither party shall have the right or authority to make any agreements or commitments or incur any obligations which purport to bind or obligate the other party.

.9 This Agreement, including all exhibits attached hereto, constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings, written or oral, relating to the subject matter hereof. This Agreement may be amended or modified only in a writing executed by each of the parties hereto. No waiver of compliance with any provision of this Agreement or of any rights of any party hereunder shall be effective, except pursuant to a writing executed by the party giving the waiver. If any of the terms of this Agreement are held to be illegal, invalid or unenforceable, the validity and enforceability of the remaining terms and provisions hereof shall not be affected or impaired thereby.

.10 This Agreement shall be governed by and construed in accordance with the laws of the State of California, without giving effect to the principles of conflict of laws thereof. Any action or litigation resulting from or relating to this Agreement shall be brought exclusively in the state or federal courts in the State of California, County of Los Angeles.

.11 This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns. Neither party may assign this Agreement or any rights or obligations hereunder without the prior written consent of the other party. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS THEREOF, the parties hereto have executed this Agreement as of the Effective Date.

Amjad Rasmi  
(Provider)

By: Amjad Rasmi

Date: July 2, 2005

