



Outsourcing Agreement

Agreement made February 1st, 2000 between [REDACTED] Advisory Group, with principal offices at 40 Rector Street, Suite [REDACTED], Box 147, Summit New York 12175-0147, hereinafter called "TMG".

I. Services. TMG, as an independent contractor, agrees to perform, during the term of this agreement, the following Information Technology (I.T.) services:

I.a. Networking and Information Technology Support Outsourcing. TMG will outsource the role of Local Area Network Manager and Site Support Specialist. As such, TMG will manage, administer, and maintain the I.T. infrastructure deployed in the New York office of PRAG, including the establishment and administration of I.T. policies and procedures and the training and support of the PRAG users in said policies and procedures. TMG will provide comprehensive site management services (as would be reasonably expected by an in-house, high-level LAN Manager) excluding items listed under paragraph I.d. In addition TMG will provide telephone support to the IT consultant at the Los Angeles office of PRAG.

I.b. Strategic Information Technology Consulting. TMG will outsource the role of Chief Information Officer and Director of Information Technology. As such, TMG will work with PRAG senior management and users in assessing any I.T. issues facing PRAG, as well as managing, and coordinating all I.T. related tasks, and deploying appropriate TMG management resources, both on-site and off-site, to successfully address any current and future I.T. issues. Furthermore, TMG shall be responsible for advising PRAG for all software and hardware licensing requirements applicable to the PRAG site, provided that all licensing fees shall be paid by PRAG. It is further understood that all software, hardware and peripherals installed by TMG at the PRAG site shall be purchased and be owned by PRAG free and clear of any lien or interest of TMG. Furthermore, TMG is expected to make all reasonable due-diligence efforts in acquiring, selecting, and installing systems that are year 2000 compliant. All documents, licenses, warranties, and proofs of purchase regarding any and all software and hardware purchased by PRAG shall be maintained at the PRAG site.

I.c. TMG Allocation of Resources and Response Time. TMG will have a senior member on site at PRAG a minimum of once per week (varying times and days of the week, primarily accommodating PRAG schedules and to a lesser extent TMG schedules) to accomplish the tasks outlined in section I.a and I.b. As projects and I.T. requirements warrant, TMG will allocate its resources with no upper hourly limit, be it on-site or off-site, in order to accomplish all the tasks outlined in this agreement on a twenty-four hour basis, three hundred and sixty-five days per year. In addition, PRAG users will have telephone access for non-emergency support questions between the hours of 8:00am and 8:00pm every business day, and unlimited use of The Moschovitis Group support e-mail account (Support@MosGroup.com) and secure TMG client World Wide Web site area. TMG will respond to calls from the site's authorized liaison(s) in no more than one hour following PRAG's placing of the telephone support request, and if deemed necessary by TMG and PRAG on-site response within four hours. Failure by TMG to respond within this time frame will result in a penalty to TMG of one hundred dollars (\$100) per hour or increment thereof, up to the total fee chargeable to PRAG per month. This penalty clause will not apply in the case of natural disasters, acts of God, war, terrorist activity, or any circumstance outside of what would normally be considered under TMG's control.

Information Technology Division

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