

SALES REPRESENTATIVE AGREEMENT

THIS SALES REPRESENTATIVE AGREEMENT (this "Agreement") is made as of the 1st day of August 2012 (the "Effective Date"), by and between **SUPPLUS, INC.**, a corporation with its principal place of business at 270 West 39th Street, New York, New York 10018 (the "Sales Representative"). The Manufacturer and the Sales Representative are each sometimes referred to in this Agreement as a "party" and collectively as the "parties."

WITNESSETH:

WHEREAS, the Manufacturer manufactures, markets, distributes and sells women's apparel under the Trademark (as hereinafter defined); and

WHEREAS, the Manufacturer wishes to appoint the Sales Representative to promote the sale of, and to solicit orders for, the Products (as hereinafter defined) in the Territory (as hereinafter defined); and

WHEREAS, the Sales Representative wishes to accept such appointment;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

ARTICLE 1 - DEFINITIONS

When used in this Agreement, the following terms shall have the respective meanings set forth below:

1.1 **"Calendar Year"** shall mean each January 1 to December 31, except that the first Calendar Year of the Term shall run from the date of the Effective Date to December 31, 2011.

1.2 **"Commission"** shall mean (i) twelve percent (12%) of Net Sales of the Products or (ii) a reasonable percentage of the Net Sales of the Products which shall be agreed upon between the Parties if the Products are sold on a discount.

1.3 **"Force Majeure Event"** shall mean an event whereby Manufacturer's production operations are materially impaired, hampered, interrupted, prevented, suspended, postponed or discontinued by reason of any war (declared or undeclared), act of public enemy, riot, epidemic, fire, casualty, labor controversy, governmental order or regulation, judicial order or decree.