



LETTER OF AGREEMENT

UPDATED 6-18-09

This written agreement contains the entire and only agreement between Konsensus, LLC and _____ the Resource Contributor (RC). This agreement covers all submissions of all materials by the RC to Konsensus, LLC.

- 1) The RC shall retain all rights to the originally submitted content of their materials. The digital, formatted version of all materials is the property of Konsensus, LLC. (Only the formatting of the materials is the property of Konsensus, LLC, not the content of the materials). Konsensus, LLC shall have no right to sell or distribute these digitally formatted versions of these materials unless this agreement is in effect.
- 2) Konsensus, LLC shall retain exclusive rights to digitize, promote, distribute and sell materials as long as this agreement is in effect.
- 3) Konsensus, LLC reserves the right to refuse, reject, or discontinue selling materials for any reason at any time.
- 4) The RC confirms and asserts that all submitted materials are the original work of the RC, and that the RC owns all rights to the materials, and therefore is the fully qualified agent to enter into this agreement with Konsensus, LLC.
- 5) Konsensus LLC shall pay to the RC the following flat rate "royalties" for each paid download of a complete resource. (A single, complete resource may include more than one downloadable file.):
 - .10 (ten cents) for a resource sold at 1 credit
 - .20 (twenty cents) for a resource sold at 2 credits
 - .35 (thirty-five cents) for a resource sold at 3 credits
 - .55 (fifty-five cents) for a resource sold at 4 credits
- 6) Royalties shall be paid by Konsensus, LLC to the RC when/if royalties accrued by the RC reaches the amount of \$100. However, one time a year (in December),

all accrued royalties due the RC shall be paid, even if that amount is lower than \$100.

- 7) This agreement can be terminated at any time, for any reason, by either Konsensus, LLC or the RC. Such termination must be in writing (email is fine). In the event of termination, Konsensus, LLC shall have up to ten (10) days to remove the RC's material from the site. All royalties accrued shall be paid to the RC within forty-five (45) days following termination.
- 8) As the owner of the rights to submitted material, the RC also retains all liability for any claims of copyright infringement or failure to properly accredit. The response of Konsensus, LLC to a claim of infringement shall be immediate removal of the materials from www.ministrydownloader.com until RC and claimant reach resolution.

Konsensus, LLC also reserves the right to do one or more of the following in response to claims of infringement or failure to properly accredit: remove all the RC's materials from the site; to forfeit all royalties accrued yet unpaid to the RC; to ban the RC from future submissions of materials, and; recovery of monetary damages from the RC for any loss incurred by the infringement or permissions failure.

- 9) The RC and Konsensus, LLC agree to arbitration as the first step in the event any dispute arises between Konsensus, LLC and the RC that cannot be amicably resolved between parties.
- 10) This written agreement contains the sole and entire agreement between the parties and shall supersede any and all prior agreements between the parties whether verbal or written. This agreement may not be modified or amended except in writing signed by the party against whom such modification or amendment is sought to be enforced.
- 11) The laws of the State of Florida shall govern this agreement, and its courts shall be the venue for any litigation. It shall be where any arbitration occurs.
- 12) Konsensus, LLC makes no guarantee any product will sell.

Signed _____ (RC) Name written _____

Date _____

Signed _____

Date _____

Jim Kochenburger

President, Konsensus, LLC

To send this most quickly, please scan and email to: mdcontactus@konsensusllc.com with "Completed Agreement" in the subject line.

Or mail via snail mail to:

ATTN: AGREEMENTS

c/o MINISTRY DOWNLOADER

PO BOX 160876

ALTAMONTE SPRINGS, FL 32716-0876

Ministry Downloader will mail to the RC a signed copy of the accepted and approved agreement within 30 days.

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