

## Electricbaby Icons of Optimism Non-Profit Participation Agreement

### Icons of Optimism Project Summary:

Electricbaby is producing and sponsoring the Icons of Optimism sticker project. Icons of Optimism invites 30 artists from the graphic art community to create original sticker artwork for 30 non-profit organizations. Stickers will be produced for each Non-Profit and artwork may be used by the Non-Profit and Electricbaby for further promotional materials. Artwork from high caliber artists bolsters the image of the Non-Profits and strengthens the connection to their audience.

Artists and Non-Profits will be drawn from 10 cities, 3 artist/non-profit connections per city. Electricbaby will pursue a gallery tour of the 10 cities to promote the project, the Non-Profit Organizations and the participating Artists. The biggest goal of Icons of Optimism is national collective press for all artist and non-profits in local and nationally distributed media. An accompanying postcard book of the sticker artwork will be published to fund the project (and another way to promote the participants!).

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Following is a simple participation agreement between Electricbaby and participating Non-Profits:

This Agreement is made between participating "Non-Profit", \_\_\_\_\_ and Icons of Optimism "Project Sponsor", Electricbaby Inc. on \_\_\_\_\_, 2008.

The Non-Profit agrees to the following terms of participation in the Electricbaby Icons of Optimism Sticker Project (the "Project"):

- Upon Electricbaby's entering into an appropriate license (the "License") with a specific artist (the "Artist") for the use and sub-licensing of specific original artwork (the "Artwork"), Non-Profit is given 1000 stickers with original Artwork designed by a participating Opticon artist.
- Non-Profit is free to reproduce these stickers and produce additional promotional items bearing the artwork for a period of 3 years from the "Release Date of Icons of Optimism" (to be determined upon receipt of final artwork). After this time, the License shall expire and Non-Profit must contact the Artist for further reproduction permissions.
- Non-Profit may not use the artwork on any products to be sold without direct and written consent of the Artist.
- Non-Profit recognizes the Artist as owner of all rights to the Artwork contributed for the project under the License.
- "Non-Profit" may be featured in promotional efforts by "Artist" and Electricbaby.
- "Non-Profit" agrees to be included in an Icons of Optimism postcard book, to be produced by Electricbaby, to fund further Icons of Optimism Projects.
- "Non-Profit" agrees to hype the Icons of Optimism Sticker Project via their website, email, mailers (mailers and postage paid by Electricbaby), and a direct link on their site (supplied by Electricbaby).

For its part, Electricbaby agrees to work with reasonable diligence to engage the necessary artists to make the project a success and to obtain from them appropriate licenses consistent with the goals of the program as outlined in this Agreement.

Non-Profit agrees to indemnify and hold-harmless Electricbaby in the event of any claim by Artist that Non-Profit used the Artwork in any manner not permitted herein.

Each party agrees to consult its own tax and legal advisers in connection with this Agreement. The parties understand that Electricbaby is sponsoring the Project with the goal of benefiting the participating non-profits through increased exposure. Although Electricbaby intends to devote sufficient time and energy toward the success of the Project, Non-Profit agrees that it shall have no cause of action or other claim for damages, losses, specific performance or otherwise against Electricbaby should any aspect of the Project be unsuccessful or otherwise fail to meet Non-Profit's expectations.

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Franklin Joyce  
Electricbaby

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Participating Non-Profit

"Non-Profit" is defined as a Non-Profit Organization or not-for-profit project approved by Electricbaby for participation in the Icons of Optimism Sticker Project and signer of this agreement.

"Project Sponsor" is defined as Electricbaby Inc.

"Opticons", "Icons of Optimism Sticker Project" and "Icons of Optimism Project" are understood to be interchangeable titles to this project sponsored by Electricbaby Inc.

"Artist" is defined as a participating Icons of Optimism artist chosen to contribute artwork to the Non-Profit specified in this agreement.

"Artwork" is defined as the graphic contribution from the "Artist" to the Icons of Optimism Project in association with the Non-Profit specified in this agreement.