

## Finder's Fee Agreement

Dear.....

This letter agreement will confirm our understanding with respect to a finder's fee arrangement.

*FINDAM SA*  
..... The Firm", acknowledges that the undersigned, Gerard Pilley (The "Finder") will bring to the Firm's attention the name of, and will arrange for the introduction of the Firm to the Company listed on Schedule A annexed hereto in connexion with a possible financial Transaction (such as equity investment, purchase total or partial of stocks, assets etc.).

The "Finder" will have the right to receive a finder's fee.

The Agreement shall be effective as of the date hereof and shall continue in effect for a period of one year, provided that the term hereof shall be automatically extended if discussions concerning the Transaction are.

The sole activity of the Finder shall be limited to the introduction of the Company to the Firm. The Finder will not be required to participate in the discussions but may be asked by the Firm to assist the consummation of the prospective Transaction.

In the event expenses are to be incurred in connexion with Finder's additional participation, the parties hereto will discuss reimbursement of such expenses in advance.

Notwithstanding the foregoing, the Firm agrees to keep the Finder apprised of all discussions between itself and other parties.

Subsequent to the introduction by the Finder of the Firm to the Company, the presentation of financial and other information and all negotiations will be conducted by the Firm directly and/or through its agents, including their own legal counsel and/or investment bankers.

Now at the closing of the Transaction the Firm hereby agrees to pay (or cause to be paid) to the Finder a Fee equal to..... *5* % of the total consideration received par the Company (cash, amount of debt assumed, loan, any form of payment, etc.). The Finder will have the right to substitute himself with any person or company to receive the Fee. The Fee shall be payable in US dollars or Euros. This entire Agreement shall be governed by and construed in accordance with the laws of .. *Switzerland*

Please confirm your agreement to the foregoing by signing and returning to the undersigned Finder a copy of this Letter.

Sincerely,

AGREED AND ACCEPTED

(NAME OF THE FIRM)

By:

*FINDAM SA*  
*S. Buisson*

*Le 22.12.2010*