

SERVICE AGREEMENT

This software Service agreement (hereinafter called agreement) is made and executed as of the later of the two signatures dates below, by and among Carousel Software Company, LLC, a limited liability company organized and existing under the laws of Washington State (hereinafter called Service Provider) and _____ a [corporation/limited liability company/partnership/proprietorship] organized and or existing under the laws of the State of _____ (hereinafter called Client).

IN CONSIDERATION OF THE VALUE AS OUTLINED BELOW, AND IN EXCHANGE FOR THE RECIPROCAL BENEFIT PROVIDED BY BOTH UNDER THE PROVISIONS OF THIS AGREEMENT, THE PARTIES AGREE AS FOLLOWS AND ENTER THIS AGREEMENT—

1. Monthly Fee:

Client agrees to pay Service Provider a monthly fee based upon the following scheduled: List

Said fee shall be prepared and provided to Service Provider each month when Service Provider arrives to update the software provided by Provider. Further sections 2.5 and 3 of the License Agreement are herein incorporated by reference.

2. Services

Service Provider agrees to update the software provided by Provider each month and in accordance with the License Agreement.

3. Incorporation of License Agreement

This Agreement is contingent upon the License Agreement being executed by the parties and its terms and conditions are herein incorporated by reference and integrated into this Service Agreement.

4. Term of Agreement

The term of this agreement is _____. Either party, however, may give ten (10) days advance written notice of severing this agreement if either party fails to adhere to the terms of the agreement or to the terms of the License Agreement. It is noted that Client agrees to hold harmless Service Provider for any errors or omissions or failure to provide service or any liability arising from the relationship surrounding this Service and Licensing Agreement. Section 5.1 is specifically incorporated into this agreement by reference.

IN WITNESS WHEREOF, this Service Agreement is Entered,

Dennis DeMattia
Carousel Software, LLC
