

A G R E E M E N T

THIS AGREEMENT, made this 26th day of December, 1968, by and between JOHN WILHELM PRODUCTIONS of Hollywood, California (herein called "Producer") and AIR AMERICA, INC., a Delaware corporation (herein called "Sponsor").

R E C I T A L S:

A. At the request of Sponsor, Producer has heretofore conducted, completed, and submitted to Sponsor, a field study report dated March 3, 1969, setting forth Producer's proposal for the production of a full length documentary motion picture on the domestic and overseas operations and activities of Sponsor, which proposal was supplemented by "(1) Proposal Modification" dated March 21, 1969. The portions of said proposal and Proposal Modification which are pertinent to this Agreement are reproduced and attached hereto and hereafter referred to as the "Proposal".

B. Sponsor desires to have a motion picture produced documenting its activities and desires to retain the services of Producer for the production of such motion picture on the terms and conditions hereinafter set forth.

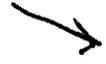
C. Producer and Sponsor therefore agree as follows:

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A. Producer shall produce and deliver to Sponsor, one fully complete 16mm sixty minute color motion picture release print, with recorded narration and sound effects as determined by Producer, made to the highest professional standard, documenting the activities and operations of Sponsor, within the Proposal description.

B. Producer shall proceed forthwith with the production of the motion picture, and shall carry on the same with all due diligence, in accordance with the customs and standards of the industry, and within six months from the date of this Agreement shall deliver said print to Sponsor. Said six month period shall be extended in the event of delays beyond the control of Producer including, but not limited to, weather restrictions, acts of God, wars, civil disturbances and the unavailability of aircraft required in the production of the motion picture.

C. Producer and Sponsor shall work in close cooperation in producing the motion picture. To insure that Sponsor is advised of the content of the motion picture to the fullest possible extent at all stages of preparation



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Page 2 is MISSING