

PROPOSED
Heads of Agreement
Between **DaXi Media Corporation** and Intermin, Inc.

June 1, 2004

Parties:

- **DaXi Media** is a database marketing and list management company that makes heavy use of technology.
- **Intermin** is a Microsoft .net business applications consulting and systems development company that has built and supports much of the software DaXi uses to operate its business.

DaXi Media seeks:

- A reliable and ample supply of trained, committed, and responsive personnel to efficiently:
 - Understand, implement, and roll-out upgrades to its current and prospective business support systems.
 - Upgrade its existing system to be made increasingly immune to failure and easier to operate.
- To synchronize its short and long term objectives with those of its most critical partners, including Intermin.

Intermin seeks:

- To build a stable, growing, profitable company that is “built to last”.
- Longer, larger engagements that provide a stable platform for growth.
- To develop domain expertise in specific areas including direct marketing.



DaXi and Intermin both seek:

- To capitalize on the success enjoyed so far in the working together to their mutual advantage.
- To lay a solid foundation for continued mutual benefit and success well beyond current opportunities.

Towards achieving these objectives Intermin will:

- Set up a Direct Marketing Practice Area staffed with resources that focus exclusively on developing business in the area of Direct Marketing.
- Launch the Direct Marketing Practice Area, over the next six months, and possibly longer, by having:
 - Matt D. spend at least 120 hours/month,
 - Brian M. serve as Lead Technical Architect and oversee delivery at 160 hours/month
 - Daniel W. start work immediately and two new consultants, to be hired within 45 days, to work full-time in this practice
- To create time for Matt to lead the launch of the Direct Marketing Practice Area, Intermin has arranged to hire an experienced interim Chief Operating Officer who will assume many of Matt's present corporate management responsibilities.
- The Practice will develop and operate software for bulk e-mailing exclusively for DaXi, or for other companies designated by the principals of DaXi.



Terms:

- DaXi authorizes Intermin to ramp-up the Direct Marketing Practice Area staffing level to the five full-time consultants billing a total of 800hours/month at our standard commercial hourly billing rate of \$125/hour, a total of \$100K/month, for the next 6 months and possibly longer.

- The principals of DaXi agree to provide Intermin with:
 - Outstanding references, and

 - Guidance with respect to how Intermin might grow and expand its business in the Direct Marketing industry.

Read, Understood and Approved by:

Intermin

Name: _____

Title: _____

Date: _____

DaXi Media

Name: _____

Title: _____

Date: _____

