

Gatlin Education Services

LETTER OF AGREEMENT

This Online Training Agreement (the "Agreement") is entered into effective as of the ____ day of _____, 2003 ("Effective Date") by and between Gatlin Education Services Inc. (GES), a Texas corporation, with its principal office at 301 Canyon Creek Trail, Fort Worth, TX and Black Hawk College (BHC) located at 301 Avenue of the Cities, East Moline, IL 61244.

Both the parties hereby desire to work together to make selected Programs available online for implementation and use by students of BHC.

GES will provide the instructors, course materials including transcribers, marketing, web access, and evaluation. Several online courses are contemplated. Prices are subject to change with 120-day notice. Current prices and descriptions can be found in attachment: Program Proposal document. BHC may charge whatever it wishes for the course fees. All payments, fees, or royalties earned by the course creators, authors, facilitators, or other vendors providing course support will be the sole responsibility of GES.


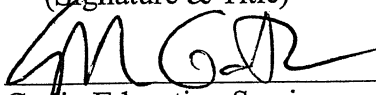
GES will ensure the courses are ready for delivery and provide the following marketing services to BHC:

- Development of custom brochures
- Assist in the set up of the content for the web site.
- Support direct mail campaigns and or advertising in local paper to create community awareness.

BHC will not have any up front financial investment or membership fees associated with this partnership. BHC will accept registrations and monies. The rules and policies of BHC will apply.

BHC may provide Certificates of Completion to the graduates. All fees due GES will be paid within thirty days of invoice.

Termination of this agreement requires thirty days written notice and will not affect monies owed or duties to be performed during that period. BHC agrees not to offer any identical non-credit programs on-line for a period of twelve months following termination of this agreement.

 _____ Black Hawk College (Signature & Title)	11-25-03 _____ Date Signed
 _____ Gatlin Education Services (Signature & Title)	12-1-3. _____ Date Signed

301 Canyon Creek Trail- Fort Worth, TX 76112

www.gatlineducation.com

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