

**GUIDING PRINCIPLES – JOINT VENTURE AGREEMENT**

**ATLAS GROUP OF AMERICA, Inc.  
&**

\_\_\_\_\_

This Memorandum of Agreement (MOA) creates the foundation for the future of relevant Projects presented by Atlas Group of America, Inc. (“AGA”) doing business at 8220 West Nine Mile Road, Oak Park, MI 48237 and \_\_\_\_\_, doing business at \_\_\_\_\_.

This MOA is not intended to conclude the issues to be addressed in a final agreement, nor cover all legal aspects of a formal agreement. This MOA is providing a foundation for the following rules and regulations for a Joint Venture Agreement between AGA and \_\_\_\_\_. This agreement’s objective is to form an initial collaboration between AGA and \_\_\_\_\_ for the successful execution of proposals and contracts for Iraq. The following applies:

**RESPONSIBILITIES:**

1. All resources and capabilities will be handled on a case-by-case basis with all terms and conditions of the contract to be agreed upon by both parties at the time of execution.
2. Key areas of the Joint Venture are to include, but are not limited to:
  - a. Civil/Military Aviation
  - b. Army/Police Training
  - c. Defense Logistics
  - d. Military Supplies
  - e. Telecommunications
  - f. Education
  - g. Commercial
  - h. Governmental & Private Industry

**TERMS AND CONDITIONS:**

1. \_\_\_\_\_ will provide US resources, while AGA will provide local Iraqi and US resources, assistance and advisory for the new execution of solicitations/contracts.
2. Both entities will enter into a Joint Venture Agreement targeting US awarded contracts in support of Iraq.
3. AGA and \_\_\_\_\_ will agree to a confidentiality and non-competing agreement to protect AGA and \_\_\_\_\_ from competition and use of intellectual assets, properties, resources, and other sensitive materials. Each party shall not disclose information to third parties and shall exercise caution with respect to it’s own confidential information, unless written consent is provided.

This Agreement shall be effective as of the date set forth: \_\_\_\_/\_\_\_\_/\_\_\_\_. This Agreement shall remain in effect for the duration of [duration]. Either party may terminate this Agreement if the other, at any time, fails to perform or comply with the terms and conditions of this Agreement, within ten (10) days of written notice of such failure.

Atlas Group of America,

\_\_\_\_\_  
Company Name

\_\_\_\_\_  
Date: \_\_\_\_\_

\_\_\_\_\_  
Authorized Agent Name & Signature  
Date: \_\_\_\_\_