

**SAMPLE
MANAGEMENT SERVICES AGREEMENT**

This AGREEMENT is made on August 1, 2011, at Austin, Travis County, Texas between STRATFOR Enterprises, LLC (hereinafter referred to as "STRATFOR"), a Delaware limited liability company, located at 2802 221 W. 6th, Suite 400, Austin, TX 78701 and STRATCAP Management Company LLC (hereinafter referred to as "STRATCAP"), a Delaware limited liability company, located at _____, STRATFOR and STRATCAP are each referred to herein as a "Party" and collectively as the "Parties."

RECITALS

It is the desire of STRATCAP to engage the services of STRATFOR to perform certain administrative and management services involving its _____ business located in Austin, Texas; it is the desire of STRATFOR to perform such services in consideration of the compensation set forth herein. The Parties acknowledge that such Agreement is in their mutual best interests. The Parties therefore agree as follows:

AGREEMENT

1. TERM

This Agreement will remain in effect indefinitely commencing on August 1, 2011 provided that either Party may terminate this Agreement sooner if the other breaches this Agreement and such breach remains uncured for twenty (20) days following delivery of written notice of same to the breaching Party. In addition, after ninety (90) days from the effective date of this Agreement, either Party may terminate this Agreement, for any reason, with thirty (30) days written notice to the other Party. In addition, STRATCAP may terminate this Agreement pursuant to the final paragraph of Section 3. The following Sections shall survive any expiration or termination of this Agreement: 4, 9, 11, 12, 13, 15, 16, 17, 18, 19, 20, 21, 22, 23.

2. DESIGNATED REPRESENTATIVES

STRATFOR will designate one or more representatives who will act as the primary point of contact for STRATCAP for matters related to this Agreement and who shall make themselves available to consult with the directors, officers and department heads of STRATCAP, at reasonable times upon request of STRATCAP, concerning all matters relating to this Agreement. STRATCAP will designate one or more representatives who will act as the primary point of contact for STRATFOR for matters related to this Agreement and who will have the authority to provide instructions, clarifications or make decisions when so requested by STRATFOR. Either Party may replace such representative with an individual of comparable qualification and experience by notifying the other Party of such new appointment.

3. SCOPE OF SERVICES

- 3.1 In addition to the consultation provided for in Paragraph 2, STRATFOR will provide the services set forth in Sections 3.1(a)-(j) below (the "Services"). STRATFOR and STRATCAP will work together to insure that all accounts, ledgers and information for STRATCAP will be maintained in separate and discreet formats distinct from those maintained by STRATFOR for its own purposes.
- (a) Access to and use of STRATFOR's vendor accounts by STRATCAP for its day-to-day activities. The Parties agree that STRATCAP, in its sole discretion, may allow STRATFOR to charge on its vendor accounts for the mutual convenience of the Parties and/or permit STRATCAP to receive the benefit of discounts available to STRATFOR; however, all such charges shall be tracked and billed monthly to STRATCAP (including any associated Texas Use Tax or other sales or use tax).

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Table of Contents Management Services Agreement Guide

1. Understanding the eBook Management Services Agreement Guide
 - The Rise of Digital Reading Management Services Agreement Guide
 - Advantages of eBooks Over Traditional Books
2. Identifying Management Services Agreement Guide
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Management Services Agreement Guide
 - User-Friendly Interface
4. Exploring eBook Recommendations from Management Services Agreement Guide
 - Personalized Recommendations
 - Management Services Agreement Guide User Reviews and Ratings
 - Management Services Agreement Guide and Bestseller Lists
5. Accessing Management Services Agreement Guide Free and Paid eBooks
 - Management Services Agreement Guide Public Domain eBooks
 - Management Services Agreement Guide eBook Subscription Services
 - Management Services Agreement Guide Budget-Friendly Options
6. Navigating Management Services Agreement Guide eBook Formats
 - ePub, PDF, MOBI, and More
 - Management Services Agreement Guide Compatibility with Devices
 - Management Services Agreement Guide Enhanced eBook Features
7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Management Services Agreement Guide
 - Highlighting and Note-Taking Management Services Agreement Guide
 - Interactive Elements Management Services Agreement Guide

8. Staying Engaged with Management Services Agreement Guide
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Management Services Agreement Guide
9. Balancing eBooks and Physical Books Management Services Agreement Guide
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Management Services Agreement Guide
10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
11. Cultivating a Reading Routine Management Services Agreement Guide
 - Setting Reading Goals Management Services Agreement Guide
 - Carving Out Dedicated Reading Time
12. Sourcing Reliable Information of Management Services Agreement Guide
 - Fact-Checking eBook Content of Management Services Agreement Guide
 - Distinguishing Credible Sources
13. Promoting Lifelong Learning
 - Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
14. Embracing eBook Trends
 - Integration of Multimedia Elements
 - Interactive and Gamified eBooks

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