

MEMORANDUM

Date: July 4, 2005

TO: Edna Battle
National Executive VP
Federally Employed Women (FEW)

FROM: James D. Miller and Linda Brooks Rix, Co-Chief Executive Officers
Avue Technologies

RE: Affiliation Agreement

This Memorandum confirms an affiliation agreement between Avue Technologies Corporation (Avue) and Federally Employed Women (FEW).

Avue Providing Portal In Avue Digital Services:

Avue will become an affiliate of FEW and will seek to support FEW's organizational objectives to promote excellence and provide professional development and career enhancement opportunities. As part of this support, Avue will provide FEW with the ability to offer its members, free of charge, access to a portal in Avue Digital Services specifically designed for FEW. This portal will allow FEW and its members to access various services and information as mutually agreed between FEW and Avue, but it is currently envisioned that the portal will include, among other things, access to current information relating to public sector employment opportunities, resume builders, qualification assessment tools (for example "career interest profile" capabilities which allow the individual to determine federal occupations for which they meet basic qualifications), etc. Avue and FEW will work together, on an ongoing basis, to determine what features and functionality are feasible and desirable for the portal. In addition, Avue will permit FEW to utilize ADS to obtain its members' opinions on issues of interest to FEW through use of the custom questionnaire capabilities of ADS.

The Avue portal will be the exclusive jobs portal shown on, linked with, or referenced on FEW's web page or other organizational literature.

Endorsement of Avue Digital Services:

In connection with the Affiliation Agreement, FEW will recognize and endorse Avue's Avue Digital Services (ADS) offering as the only automated solution for the public sector that insures non-discriminatory treatment of all employees and applicants in terms of hiring, promotion, training, disciplinary treatment, and similar issues of workforce management. In conjunction with this endorsement, FEW will permit Avue to utilize the endorsement in Avue's sales and marketing materials.

Legal Form of the Relationship:

- The relationship will be solely a strategic affiliation. No joint venture, partnership, corporation, or separate legal entity of any kind will be established. The term "strategic affiliation" is used only in the sense of business alliance, not a legal profit-sharing enterprise.

Intellectual Property:

- Avue will continue to have sole ownership of all functionality and content of ADS, modifications, and improvements to ADS, including without limitation the content databases used in conjunction with ADS.

Term:

- Basic Term of Five Years.
- Either party may terminate the strategic relationship upon six months' written notice.

We look forward to the realizing the exciting potential this affiliation offers. Please indicate that you concur with the basic terms of this memo by signing below.



Linda Brooks Rix and James D. Miller
Co-Chief Executive Officers

Accepted and Agreed:

FEDERALLY EMPLOYED WOMEN (FEW)

By Patricia M. Wolfe
Title President 7-20-2005