

Promantek, Inc.
21955 E. Talkid Ave.
Parker, Colorado 80138
877-489-5651

Job Offer

May 17, 2010

**Mr. Mack Talcott
123 Any Street
Any City, 00000**

Dear Mack,

It is my pleasure to extend the following offer of employment to you as a Software Engineer on behalf of Promantek, Inc. We believe that your knowledge, skills and experience will be among our most valuable assets and we are counting on your help.

Should you accept this job offer, per Promantek policy you'll be eligible to receive the following compensation as an Independent Contractor beginning on your date of hire.

Summer Employment

Begin Date: June 15, 2010

End Date: September 15, 2010

Estimated Hours Per Week: 40 hours

Start Time: 8:00am

End Time: 5:00pm

Fall/Winter Employment

Begin Date: September 15, 2010

End Date: December 31, 2010

Estimated Hours Per Week: 15-20 hours

Start Time: TBD

End Time: TBD

Work Location: Promantek office in Seattle

Promantek is excited about your joining and looks forward to a beneficial and productive relationship. Nevertheless, you should be aware that your employment with the Promantek is for no specified period and constitutes at-will employment. As a result, you are free to resign at any time, for any reason or for no reason. Similarly, the Promantek is free to conclude its employment relationship with you at any time, with or without cause, and with or without notice. We request that, in the event of resignation, you give Promantek at least two week notice.

- Please sign and date the At-Will Employment Confirmation below.

Moreover, you agree that, during the term of your summer employment with Promantek, you will not engage in any other employment, occupation, consulting or other business activity directly related to the business in which Promantek is now involved or becomes involved during the term of your employment, nor will you engage in any other activities that conflict with your obligations to Promantek. Similarly, you agree not to bring any third party confidential information to Promantek, including that of your former employer, and that in performing your duties for Promantek you will not in any way utilize any such information.

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- Sign and date the attached Confidentiality and Non-Compete Agreement where indicated.

In consideration of my employment rights under this Agreement and in recognition of the fact that I will have access to the confidential information of the Company and that the Company's relationships with their customers and potential customers constitute a substantial part of their good will, I agree that for One (1) year from and after termination of my employment, for any reason, unless acting with the Company's express prior written consent, I shall not, directly or indirectly, in any capacity, solicit or accept business from, provide consulting services of any kind to, or perform any of the services offered by the Company for, any of the Company's customers or prospects with whom I had business dealings in the year next preceding the termination of my employment.

As long as I am employed by the Company, I shall not participate directly or indirectly, in any capacity, in any business or activity that is in competition with the Company.

Mail all pages of the signed and dated documents listed above back to us in the enclosed business-reply envelope, to arrive by **Monday, May 24th, 2010**. To accept this job offer:

- Sign and date the Accept or Decline job offer letter where indicated below.

We at Promantek hope that you'll accept this job offer and we look forward to welcoming you aboard. Your immediate manager will be David Martin, Vice President Development. Feel free to call me if you have questions or concerns.

[Signature]

David Martin

Vice President of Development
Promantek, Inc.

970-310-6677 Direct
dmartin@promantek.com

Promantek
Employee Performance Software

Accept Job Offer

By signing and dating this letter below, I, **Mack Talcott**, accept this job offer of Software Engineer by Promantek, Inc.

Signature:_____ Date:_____

Decline Job Offer

By signing and dating this letter below, I, **Mack Talcott**, decline this job offer of Software Engineer by Promantek, Inc.

Signature:_____ Date:_____

At-Will Employment Confirmation

By signing and dating this letter below, I, Mack Talcott, I accept the At-Will Agreement for employment as a Software Engineer at Promantek, Inc.

Signature:_____ Date:_____