BSF

THE BOUTIQUE SEARCH FIRM

A California Corporation
EIN 95-464-1272
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RETAINED SEARCH AGREEMENT

This Exclusive Retained Search Agreement (this "Agreement"), dated September 10, 2014, (the "Effective Date"), is made by and between The Boutique Search Firm, a California corporation (the "Search Firm") and XXXXX (the "Client").

WHEREAS, the Client desires to engage the Search Firm, a professional executive recruiting firm, and the Search Firm desires to accept such engagement, all on the terms and conditions hereinafter set forth.

NOW THEREFORE, in consideration of the premises and of the mutual covenants contained in this Agreement, the parties agree as follows:

1. **Engagement**. The Client hereby engages the Search Firm and the Search Firm hereby accepts such engagement as an independent contractor to perform the duties set forth in this Agreement.

2. **Duties of The Search Firm**. The Search Firm shall use diligence and discretion in recruiting highly-qualified professionals (the "Candidates") for the position of Service Supervisor/Trainer, meeting the specifications and criteria set forth by the Client, as more fully described on Exhibit A, attached hereto.

3. **Extent of Duties**. The Search Firm shall undertake an overall effort to produce the best Candidate for the position.

4. **Compensation**. The Client agrees to pay the Search Firm a fee amounting to thirty percent (30%) of the placed Candidate's first-year annual base salary (the "Fee"). The Fee shall be payable in two installments in the following manner: (a) a retainer fee equal $5,000.00 shall be paid upon signature of the search agreement. (b) the adjusted balance of the Fee shall be payable upon the Candidate's date of hire.

5. **Offer of Employment by Another Company**. Should the Client refer or identify a Candidate that has been presented to it by the Search Firm to another company, affiliate or subsidiary, which then enters

Initial _____   _____
         Client   Search Firm