

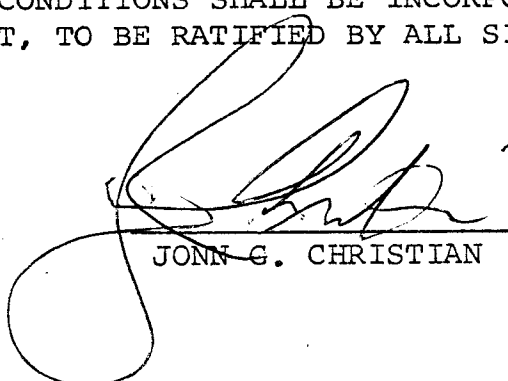
MEMORANDUM OF AGREEMENT

IT IS HEREBY UNDERSTOOD AND AGREED:

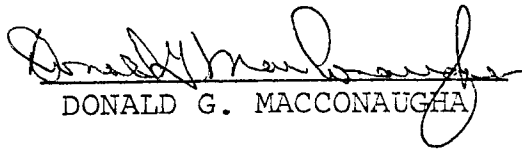
1. That A Limited Partnership is about to be formed by HAROLD WEISBERG, JONN G. CHRISTIAN, and DONALD G. MACCONAUGHA.
2. That said Partnership will be known as ALFIE INC., LIMITED, to be formed under California corporate statute.
3. That WEISBERG shall own two-thirds of the original Partnership equity; that CHRISTIAN, MACCONAUGHA, and un-named others shall own the remaining initial one-third of said Partnership equity.
4. That WEISBERG and CHRISTIAN shall become the initial General Partners; that MACCONAUGHA shall become the initial Limited Partner.
5. That WEISBERG shall supervise all academic (literary) material to be used by said Partnership; that CHRISTIAN shall be the Chief Administrative Officer, supervising all phases of management.
6. That said Partnership shall automatically assume all publishing debts incurred by WEISBERG in earlier private edition efforts.
7. That said Partnership shall not share in royalty payments due WEISBERG up to the date of filing of said Partnership.
8. That WEISBERG agrees to grant CHRISTIAN a three year option to purchase an additional Fifteen & Two/Thirds Percent of the total Partnership equity from WEISBERG'S holdings for a cash consideration of Fifty Thousand Dollars (\$50,000.00).

THE ABOVE TERMS AND CONDITIONS SHALL BE INCORPORATED INTO A DRAFT PARTNERSHIP AGREEMENT, TO BE RATIFIED BY ALL SIGNATORS NAMED ABOVE AND BELOW.

HAROLD WEISBERG



JONN G. CHRISTIAN



DONALD G. MACCONAUGHA