

Razoo Foundation / The Media Consortium Memorandum of Understanding

Razoo Foundation is a Delaware nonprofit, tax-exempt corporation described in Section 501(c)(3) of the Internal Revenue Code. Razoo Foundation maintains a donor advised fund, and is the recipient of donor advised contributions made through an online giving platform ("Platform") owned and operated by Razoo Global Corporation ("RGC").

The **Media Consortium ("TMC")** is a project of and fiscally sponsored by The Foundation for National Progress ("FNP"), tax-exempt corporation described in Section 501(c)(3) of the Internal Revenue Code. TMC has engaged RGC to launch a series of Landing Pages on the RGC Platform to host a giving campaign on February 2012 ("Giving Event") that is overseen, promoted, and administrated by TMC.

The following represents the understanding of TMC, FNP and Razoo Foundation related to donor advised contributions made during the Giving Event:

1. **Database of Qualifying 501(c)(3) Organizations.** Razoo Foundation will maintain a database of qualifying organizations recognized as tax-exempt pursuant to IRC Section 501(c)(3) that are selected by TMC. Donor advised contributions may be made to Razoo Foundation through the Platform, advised to qualifying organizations in the database.
2. **Donor Advised Contributions to Razoo Foundation.** All donor advised contributions made through the Giving Event are to Razoo Foundation. It is Razoo Foundation's normal practice to re-grant 97.1% of a donor-advised contribution to the qualifying 501(c)(3) organization advised by the donor, and to retain 2.9% for Razoo Foundation's expenses. A re-grant to the advised organization (by check or electronic funds transfer) is generally made on the 10th of the month following receipt of the advised contribution. While Razoo Foundation makes reasonable efforts to honor the advisements of its donors, Razoo Foundation maintains full discretion and control over use of all contributions it receives. In the case where a donor makes an advisement to a non-qualified organization, or Razoo Foundation otherwise determines that the advisement should not be followed, Razoo Foundation shall consult with TMC / FNP and then direct the contribution to an alternate charitable cause.
3. **Communications to Donors and Nonprofit Organizations.** All communications (including but not limited to postings on the Platform, template fundraising materials, mailings, and advertisements) by TMC / FNP to potential donors, donors, and nonprofit organizations related to the giving campaign shall accurately describe, as approved in advance by Razoo Foundation, that contributions made via the site, although donor-advised for the benefit of a specified qualifying charitable organization, are given to Razoo Foundation as completed gifts.
4. **Receipting of Charitable Contributions.** Razoo Foundation normally issues a contribution acknowledgment to a donor by electronic mail on the same day the contribution is received. The donor acknowledgment indicates Razoo Foundation as the donee charity, and also lists the organization advised by the donor as the recommended beneficiary.

5. **Razoo Foundation Reporting.** Within 10 business days of the conclusion of the Giving Event, upon official request by email by TMC / FNP, Razoo Foundation will provide TMC / FNP a report of aggregate contributions received during the Giving Event. Within 45 business days of the conclusion of the Giving Event, Razoo Foundation will provide TMC / FNP a report of re-grants made to qualifying nonprofit organizations stemming from donor advisements made during the Giving Event.

6. **Razoo Foundation Financial Information.** Razoo Foundation files the annual Form 990 with the Internal Revenue Service and has its financial statements audited annually by an independent certified public accountant. The IRS Form 990 and audited financial statement will be available on-line and upon request.

7. **Donor Information.** Privacy and security of donor information is of vital importance to Razoo Foundation, and it will not share or sell names of donors without their consent. Razoo Foundation, through services provided by RGC, will request authorization from donors that their name, email address, mailing address, and donation amount may be shared with their advised charity, and that their name and email address may be shared with TMC / FNP. Razoo Foundation will provide such donor-authorized information within 45 business days of the conclusion of the Giving Event.

8. **Integration.** This Memorandum of Understanding contains the entire agreement between the Parties hereto with respect to the transactions contemplated herein and supersedes any prior agreements, whether written or oral. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the Parties hereto.

IN WITNESS WHEREOF, Razoo Foundation and The Media Consortium / Foundation for Nation Progress have entered into this agreement on the day and year last executed below.

THE MEDIA CONSORTIUM / FOUNDATION FOR NATIONAL PROGRESS

Madeleine Buckingham
Signature

President & CEO
Title

Madeleine Buckingham
Signed By

12/5/11
Date

RAZOO FOUNDATION

Robert Lotinsky
Signature

SECRETARY
Title

ROBERT LOTINSKY
Signed By

12-5-11
Date