Consulting Agreement - Amendment

# Overview

AviaGlobal Group, LLC is working to provide business development, sales assistance and representation to R.A. Miller Industries, Inc. (RAMI) for the purpose of creating and enhancing exposure to European-based customers of interest. As a result of AviaGlobal Group European network, AviaGlobal Group has introduced RAMI to an acquisition candidate, Becker Eléctronique SARL.

AviaGlobal Group is working to represent the interests of RAMI with principals of Becker and is confident that, should RAMI successfully consummate this acquisition, the interests of the business development activity in Europe will be enhanced. AviaGlobal Group has provided background information, established channels of communication and is prepared to serve RAMI interests in full coordination with RAMI direction.

AviaGlobal Group is further confident that, excepting unforeseen circumstances, a RAMI acquisition of the assets and operations of Becker Eléctronique SARL can be executed to the satisfaction of Becker and RAMI alike.

# Proposed Amendment

AviaGlobal Group proposes the following arrangement for the additive activity related the Becker SARL acquisition additional activity:

* Include the additional focused acquisition assistance activity within the financial framework of the current business development agreement.
* Upon completion of the acquisition of Becker Eléctronique SARL by RAMI as defined as payment to Becker…, RAMI will pay AviaGlobal Group 1% the first $2M, plus .75% of the next $2M plus .5% any additional sum of the agreed total gross amount paid to Becker for Becker Eléctronique SARL.
* AviaGlobal Group will offer to assign Forrest Colliver to act as interim/transitional General Manager of the acquired facility for a mutually agreeable duration and compensation.

# Current Timeline and Activity

1. Under our "European BD" contract, AGG has made initial contacts with potential clients during meetings at the Paris Air Show, particularly with Airbus and Thales (Commercial Aerospace). We have an open invitation to schedule follow-ups with Airbus and Thales after the summer vacation period, which I propose to align with attendance at SpeedNews “Commercial Aviation Industry Suppliers Conference – Europe” in Toulouse September 16-18, 2019. The Thales visit would likely be Bordeaux.
2. AGG has secured an invitation to visit Airbus Helicopters (Donauwörth and/or Marignane) around the same time frame.
3. AGG has prioritized European activity to-date for RAMI on the potential acquisition of Becker Eléctronique SARL, which opportunity AGG presented to RAMI in April at Aero Friedrichshafen.
4. On behalf of RAMI, AGG has organized visits at Becker Germany and Becker France, met with Becker principals at EBACE and the Paris Air Show (Jochen Venrath, Roland Becker), and coordinated the supply of financial (attached) and technical information from Becker to RAMI over the past two months.
5. Following a successful visit to Becker in late June, RAMI (Rob Payne) has informed us that they are interested in preparing and presenting an offer to the Becker Swiss holding company for acquisition of the French subsidiary. Accordingly, Forrest Colliver has informed Becker formally of this interest.

# Next Steps

As part of the commitment by AGG to helping RAMI successfully acquire Becker Eléctronique SARL, AGG proposes the following timeline to support and offer and negotiation:

* The offer preparation timetable could be as follows:
  + Weeks 28 - 29 (this week and next week): RAMI initial preparation of offer scope and content.
  + Weeks 30 - 31 (22 July - 2 August): Opportunity for direct discussions with Venrath/Bolli to refine offer, where Forrest Colliver could participate in person at Rheinmünster as needed, with RAMI present or on video conference as desired.
* The offer could then be finalized and submitted during August, and negotiations launched end August or beginning September. Forrest Colliver will be in Chamonix during the period 3 - 24 August, but could conceivably travel to Rheinmünster for a meeting if necessary. In any case, Forrest Colliver can work during this period remotely.
* If things look promising by end of August with a credible offer on the table supported by Venrath/Bolli, then a face to face with Roland and Ali could occur during September.
* Also, for information, Forrest Colliver’s current plan is to be at Defence & Security Equipment International (DSEI) in London during week 37 (9 September) and at SpeedNews in Toulouse during week 38 (16 September), with a potential follow-up meeting at Thales in Bordeaux during that week as well. Forrest Colliver will be fully clear for travel during weeks 35 and 36, and from week 39 through 41.

## Client: R.A. Miller Industries, Inc.

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date

## Consultant: AviaGlobal Group LLC

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Position

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date

# Attachment: Rate Sheet

## 2019 Rate Sheet, as applicable and, or modified by consulting agreements

**Fees: (based on principle location of services)**

**Activities beyond quoted retainer Services: (exclusive of expenses)**

*Coordinated and pre-approved time and material:*

**North America and Europe**

Off-Site Daily Travel: $1,000 / day / principal

Convention Booth: $1,000 / day / principal

**ROW:**

Custom quotation in USD

**Expenses:**

*AviaGlobal Group will make Reasonable efforts to secure competitive air fare, lodging, ground transportation and incidentals:*

**Travel (AviaGlobal Group LLC will arrange and bill or Client pre-pay and arrange):**

Domestic air travel: Actuals (“Coach+, Economy Plus, Premium Economy” seating)

International air travel: Actuals (Business class > 8 hrs total flight time)

Rental Car: Actuals, Intermediate

Tolls & Parking: Actuals

Ground transportation: Actuals – Taxi, train, bus, boat, ferry and personal vehicle $.75 / mile

Lodging: Actuals

**Meals, Entertainment and Incidentals:**

Meals & Incidentals: Actuals or as applicable, GSA Rates

Entertainment: Actuals, preapproved by client

**Incidentals:**

Conference & Convention fees: Actuals (or client pre-pay and arrange)

Membership & subscriptions: Actuals (or client pre-pay and arrange)

Unique software: Client to extend license, access or actual costs

Printing: FedEx Office rates

Shipping: Actuals (in and out)

**Travel Only Days:**

Domestic: $500/ day 48 States, $700 day/ Alaska & Hawaii  
$500/ day intra-Europe

International: $800/ day international for each cumulative 24 hours between departure site and final arrival site.

**Terms:** Net 15, United States Dollars, wire transfer, ACH or credit card, free of fees or bill-back transaction feesEx Works Supplier Facility AviaGlobal Group LLC, Phoenix, AZ

**Details:**

EIN: 83-3660810

DUNS: 117014653

CAGE:

**Payment:**

Mailing Address: 33210 North 12th Street  
Phoenix, AZ USA 85085  
623-434-1750

ACH: