

AGREEMENT

November 23, 2011

THIS AGREEMENT is entered into by the Administrator, Animal and Plant Health Inspection Service, United States Department of Agriculture ("APHIS"), and Feld Entertainment, Inc., a Delaware corporation ("FEI"), with reference to the following facts:

I. At all times mentioned herein, FEI was an exhibitor under the Animal Welfare Act (7 U.S.C. §§ 2131 et seq.) ("Act" or "AWA") and held AWA license number 52-C-0137.

II. On December 11, 2007, January 11, 2008, February 20, 2008, April 9 and 10, 2008, March 11 and 12, 2009, February 19, 2010, March 15, 2010, August 17, 2010, November 4 and 18, 2010, June 10, 2011, and August 25, 2011, APHIS conducted inspections of FEI's animals, facilities and records and issued non-compliance inspection reports. APHIS also investigated alleged non-compliance by FEI with the Act, and the regulations and standards promulgated thereunder (9 C.F.R. §§ 1.1 et seq.) ("Regulations and Standards"), occurring on or about June 15, 2007, March 20, 2008, March 27, 28, and 29, 2009, April 1, 3, 6, 11, 12, and 24, 2009, May 16, 2009, February 18, 2010, and August 5 and 7, 2011. APHIS asserts that the aforementioned inspections and investigations revealed evidence of non-compliance with the Act, and the Regulations and Standards. FEI denies any violation of the Act or the Regulations and Standards. APHIS has not instituted an administrative enforcement action based on the results of these inspections and investigations.

APHIS and FEI have determined to compromise and settle the issues between them related to the alleged violations of the Act, Regulations and Standards known to APHIS and based on the inspections and investigations in Section II above.

NOW, THEREFORE, it is agreed as follows:

A. FEI admits that the Secretary has jurisdiction in this matter, and waives oral hearing and further procedure on this matter.

B. By November 23, 2011, FEI shall pay a civil penalty of TWO HUNDRED SEVENTY THOUSAND DOLLARS (\$270,000), by check made payable to the Treasurer of the United States. Said check shall be delivered via messenger or overnight mail to the Office of General Counsel, USDA, Whitten Building, 1400 Independence Avenue, SW, Suite 107W, Washington, DC 20250.

C. FEI shall develop and implement annual AWA compliance training for all personnel who work with and handle animals (animal trainer, animal handler, animal attendant, and veterinarian technician). The first annual AWA compliance training conducted pursuant to this Agreement shall be completed by March 31, 2012. Thereafter, all such newly-hired FEI personnel who work with or handle animals shall complete AWA compliance training as soon as practicable after the start of their employment, and no later than thirty (30) calendar days after such start. FEI shall also establish and implement an internal AWA compliance function staffed by an employee or equivalent to commence on or before February 28, 2012. The compliance function shall be in place for a period of not less than three years.

D. FEI consents and agrees that the failure by FEI to comply with the terms of this Agreement shall automatically void Paragraph E below, and that APHIS shall have the right to institute enforcement proceedings against FEI based upon APHIS's inspections and investigations described in Section II above, and to pursue any and all remedies available to APHIS under the Act.

E. For and in consideration of the promises and admissions of FEI set forth herein, APHIS agrees not to institute, recommend, or refer any enforcement, license revocation,

suspension, or termination proceeding, or to take any other action against FEI, its employees or agents, based upon any act or omission of FEI, or its employees or agents, occurring on or before November 23, 2006, or based upon the evidence and information currently known to APHIS from the inspections and investigations in Section II above. Except as provided in Paragraph D, the civil penalty described in Paragraph B shall be the exclusive remedy sought by APHIS under the Act for alleged violations by FEI based upon the inspections and investigations in Section II above.

F. The parties agree that this Agreement shall have the same force and effect as an order entered after a full hearing.

IN WITNESS WHEREOF, this agreement is executed this 23rd day of November 2011.

FELD ENTERTAINMENT, INC.
a Delaware corporation

ANIMAL AND PLANT HEALTH INSPECTION
SERVICE, United States Department of Agriculture

By *Ami Zub Jiner*
Its *SVP & General Counsel*

By *Gregory Parlan*
Its Administrator