





**ASSOCIATED  
FILM  
PROMOTIONS**  
An AFP, Inc. Company

June 14, 1983

Mr. Sylvester Stallone  
1570 Amalfi Drive  
Pacific Palisades, CA 90272

Dear Mr. Stallone:

In furtherance of the agreements reached between yourself and Associated Film Promotions, Inc. representing their client Brown & Williamson Tobacco Corp. (B & W), I wish to put in summary form the various understandings and details regarding B & W's appearances and usage in your next five scheduled motion pictures. B & W is very pleased to become associated with the following schedule of films and to have you incorporate personal usage for all films other than the character of Rocky Balboa in Rocky IV, where other leads will have product usage, as well as the appearance of signage (potentially ring).

The following is the current list of the next five (5) minimum films for B & W's appearance. It is understood that if production commitments change the order or appearance of any of the group of films to be released, B & W will appear in a substituted film. The only non-appearance for B & W will be by mutual consent of both parties in which case another Sylvester Stallone movie will be arranged for substitution.

The initial schedule of films is:

- |                              |                     |
|------------------------------|---------------------|
| A). <u>Rhinestone Cowboy</u> | D). <u>50/50</u>    |
| B). <u>Godfather III</u>     | E). <u>Rocky IV</u> |
| C). <u>Rambo</u>             |                     |

In consideration for these extensive film appearances of B & W products, Brown and Williamson agrees to forward to Robert Kovoloff and Associated Film Promotions, Inc. their initial deposit to you of Two-Hundred-Fifty-Thousand Dollars (\$250,000.00). This represents a fifty percent (50%) deposit of the total financial commitment by B & W. The subsequent Two-Hundred-Fifty-Thousand Dollars (\$250,000.00) is agreed to be forwarded in five (5) equal payments of Fifty-Thousand Dollars (\$50,000.00) each payable at the inception of production of each participating film.

On behalf of our client Brown & Williamson Tobacco Corp., we wish to thank you for this long term commitment, and look forward to each release from the excellent schedule of films that they will participate in.

Very truly yours,

James F. Ripslinger  
Senior Vice President

JFR:jag

cc: James Coleman, Brown & Williamson Tobacco Corp.

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