

**VIVID ENTERTAINMENT, LLC**

3599 Cahuenga Boulevard West  
4th Floor  
Los Angeles, CA 90068

November 15, 2009

Law Offices of  
Charles S. Limandri  
P.O. Box 9120  
16236 San Dieguito Road  
Suite 3-15  
Rancho Santa Fe, CA 92067

Re: Carrie Prejean

Dear Mr. Limandri:

Vivid Entertainment ("Vivid") is interested in acquiring the rights to distribute the erotic footage that Carrie Prejean, former Miss California, produced for her boyfriend following their four (4) day rendezvous in February 2007 (the "Footage").

We would like to present Carrie with several options where she could certainly earn millions of dollars.

Vivid is the world's leading adult film company. It places a heavy emphasis on high quality erotic film entertainment. Vivid has been in the adult business for over 25 years and has built an excellent reputation for integrity and fair dealing.

Carrie is a beautiful woman. We believe the Footage will be a huge success and has the potential of being the most successful adult video of all time. We will do it right the first time.

The Footage, starring Carrie, would be distributed on Vivid.com and under the "Vivid-Celeb" imprint, which prior releases include: "Kim Kardashian Superstar" an adult film featuring Kim Kardashian and hip hop star Ray J; "Faithless", an adult film starring Kelli McCarty, former Miss USA and finalist in the Miss Universe pageant; and "Shauna Sand Exposed" an adult film starring former Playboy Playmate Shauna Sand.

We trust that you will discuss our offer with Carrie, and we look forward to establishing a long term business relationship with her.

Very truly yours,  
Vivid Entertainment, LLC

/Steven Hirsch/  
Co-Chairman