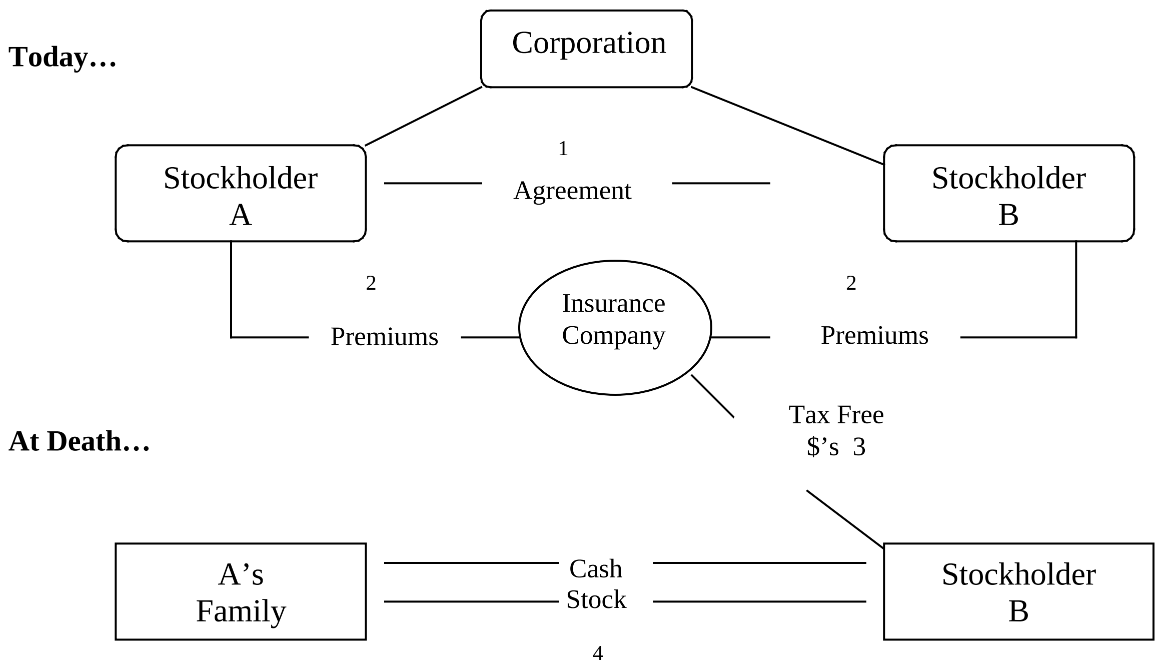
A Cross Purchase Agreement

HOW IT WORKS



1. Stockholders agree in writing that upon the death of either stockholder the survivor will purchase his or her entire stock interest.

2. Each stockholder purchases life insurance on the life of the other stockholder to fund the purchase and names himself or herself beneficiary.

3. Upon the death of either stockholder the surviving stockholder receives the tax free proceeds of the policy.

4. The surviving stockholder uses this fund to purchase the stock interest of the deceased stockholder. When this is done, the surviving stockholder continues the business.