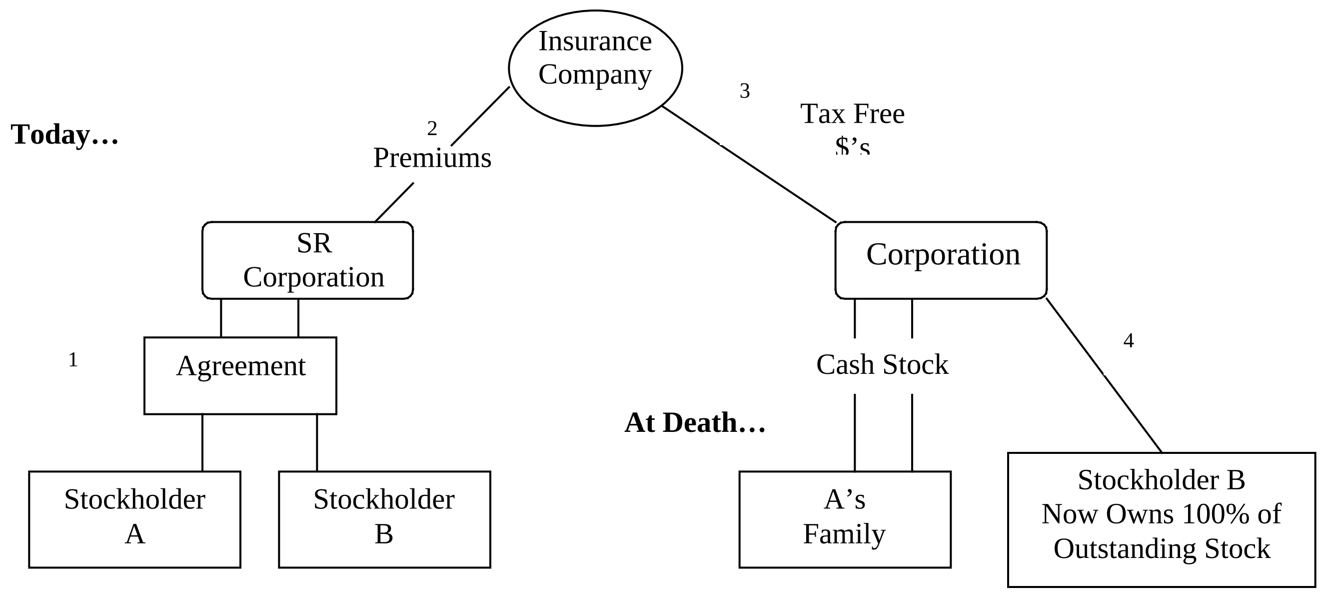
A Stock Redemption Agreement

HOW IT WORKS



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

2. The Corporation purchases life insurance on the stockholders to fund the redemption and name the Corporation beneficiary.

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

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