

Purchase & Sale of Private Shares

_____, referred to as SELLER, and _____, referred to as PURCHASER, agree:

PURCHASER shall purchase from SELLER ___ shares of Class ___ shares of _____ stock, issued by _____, in consideration of:

A promissory note in the amount of \$_____ (_____ & ___/100 dollars) secured by a pledge of the stock and/or \$_____ (_____ & ___/100 dollars.)

The shares purchased are not registered with the United States Securities and Exchange Commission, or the Securities Commission of any state.

The PURCHASER represents that it is qualified under the relevant rules and regulations of the United States Securities and Exchange Commission and the Securities Commission of any state, which may have jurisdiction to purchase these shares. Purchaser represents they are an accredited investor or investment group as defined by current investment US and state laws.

The PURCHASER further represents that it is not purchasing these shares with an intention of resale, nor will it take any actions that may result in it being considered an underwriter of the shares.

Purchaser understands that as private securities this is a speculative investment with substantial risk that it is willing to undertake even though it may lead to a total write-off of this investment in question.

Prior to any transfer of these shares, the PURCHASER shall provide to the issuer of the stock a legal opinion, in a form acceptable to the counsel for the issuer, that the transfer will not result in the loss of the exemptions from registration of the securities then claimed by issuer.

The PURCHASER further represents that it has had adequate opportunity to obtain any information relevant to the decision to purchase, and has also had adequate opportunity to consult with advisors of their choice.

The PURCHASER agrees to execute the Shareholders Agreement dated _____ as a condition of this purpose and herein ratifies its total acceptance of that Agreement.

This is the entirety of the agreement between the parties. Any disputes must be brought in the city of _____ in the state of _____, and no other.

Dated: _____

Purchaser

Seller

Purchase & Sale of Private Shares Review List

This review list is provided to inform you about this document in question and assist you in its preparation. The purchase of private shares is fraught with difficulty for a purchaser yet offers the greatest upside potential at the same time. This document is intended to underscore the risk as well as the professionalism of the investor to insulate the company and the selling shareholder from

litigious attack. If you are the purchaser, be sure to accept the risk and understand the consequences before voyaging into these waters. Legal documents rarely result in any financial recovery so be doubly sure you want to make the investment.

1. Make multiple copies. Give one to each signatory and keep one copy with the transaction file.