

COMPANY INVESTMENT CONTRACT

THIS COMPANY INVESTMENT CONTRACT (the "Agreement"), made this ____ day of _____, 2____ (the "Effective Date"), by and among _____ (the "Company") and _____ (the "Purchaser").

WHEREAS the Company and the Purchaser have entered into a Stock Purchase Agreement dated the ____ day of _____, 2____ (the "Purchase Agreement") whereby the Company agreed to sell to the Purchaser and the Purchaser agreed to purchase from the Company _____ (____) shares of _____ stock (the "Purchased Shares");

AND WHEREAS pursuant to the terms and conditions of the Purchase Agreement, the Company and the Purchaser are desirous of entering into an agreement to provide for the ownership of the Purchaser's Purchased Shares.

NOW THEREFORE in consideration of the premises and mutual agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Company and the Purchaser hereto, the Company and the Purchaser hereby agree with one another as follows:

1.00 INTERPRETATION

1.01 Definitions

Whenever used in this Agreement, unless there is something in the subject matter or context inconsistent therewith, the following words and terms shall have the respective meanings ascribed to them in this Section 1.00:

(a) **"Affiliate"** means with respect to a specified Person, any Person that directly or indirectly controls, is controlled by, or is under common control with, the specified Person, and that Person's spouse, estate, personal representative or lineal descendants or any trust for the benefit of such Person and/or such Person's spouse and/or such Person's lineal descendants or any entities controlled by such Person. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through ownership of voting securities, by contract or otherwise.

(b) **"Agreement"** means this Agreement, as amended from time to time;

(c) **"Board of Directors"** means the Board of Directors of the Company at any given time or times;

(d) **"Common Stock"** shall mean the Common Stock of the Company which has a par value of \$ _____ Dollars per share;