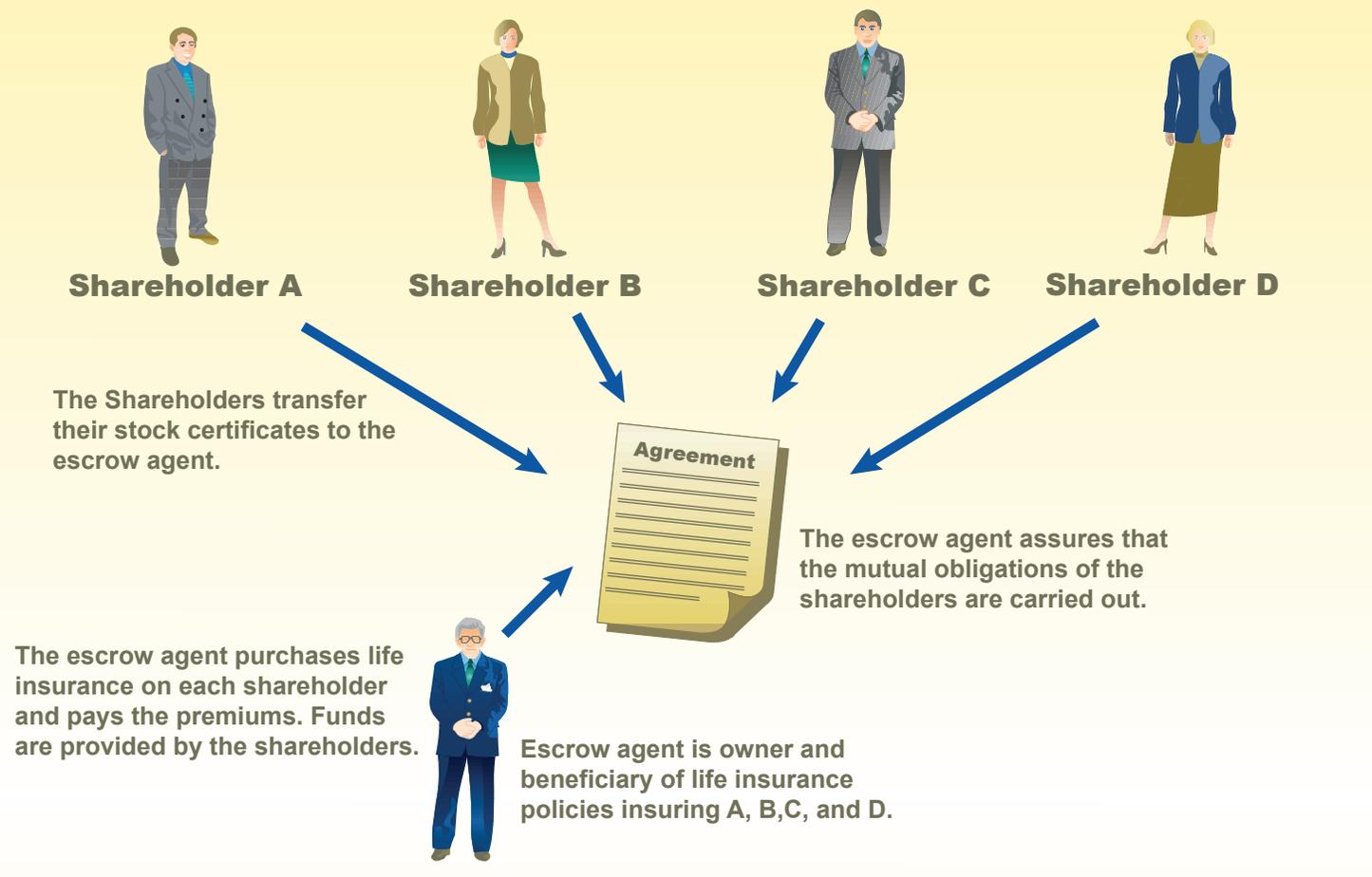


Cross Purchase Agreement Using Escrow Agent

While all Shareholders are alive:



When Shareholder A dies:

