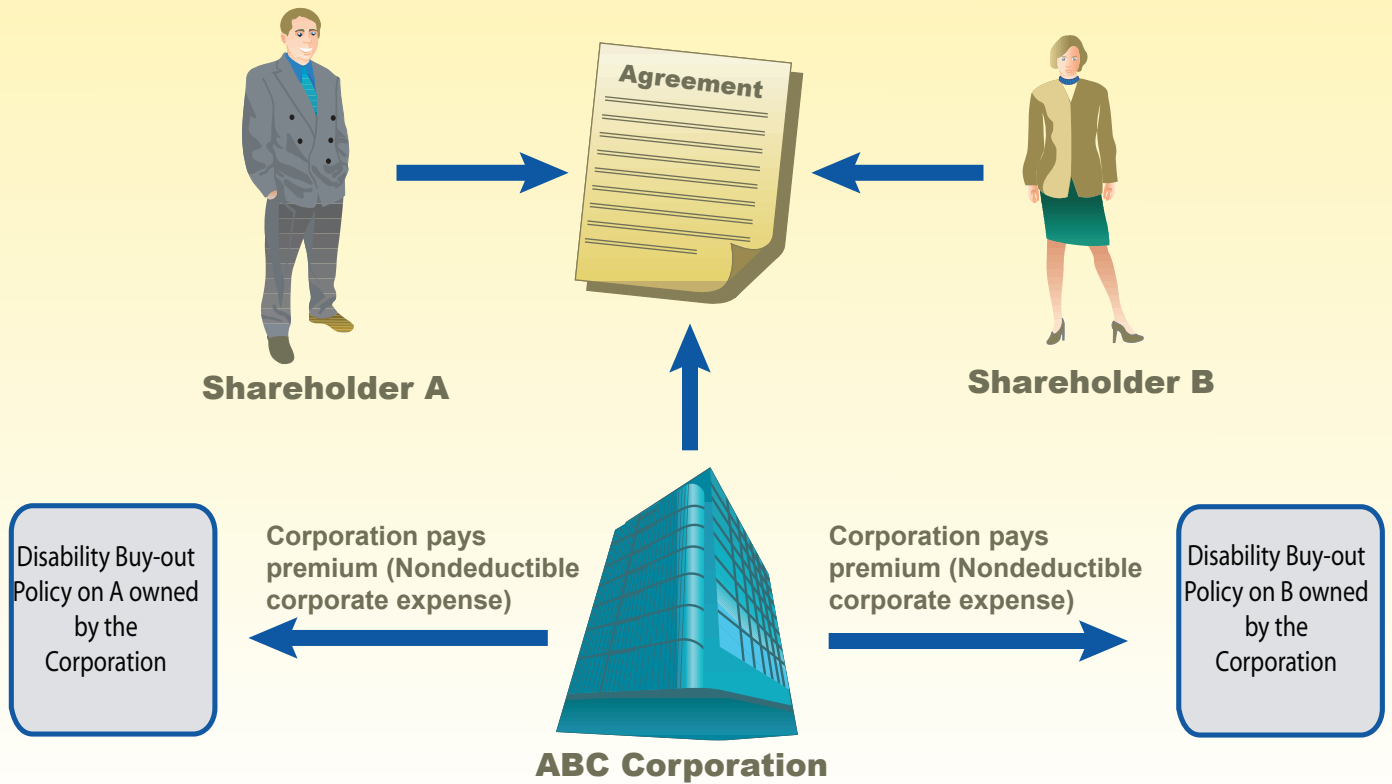


# Disability Buy Out Stock Redemption Agreement

Shareholder A and Shareholder B each own 50% of the Business:



**If Shareholder A becomes disabled:**

Premiums paid are not tax-deductible, but any benefits received are income-tax-free [IRC Sec. 104(a)(3)].

