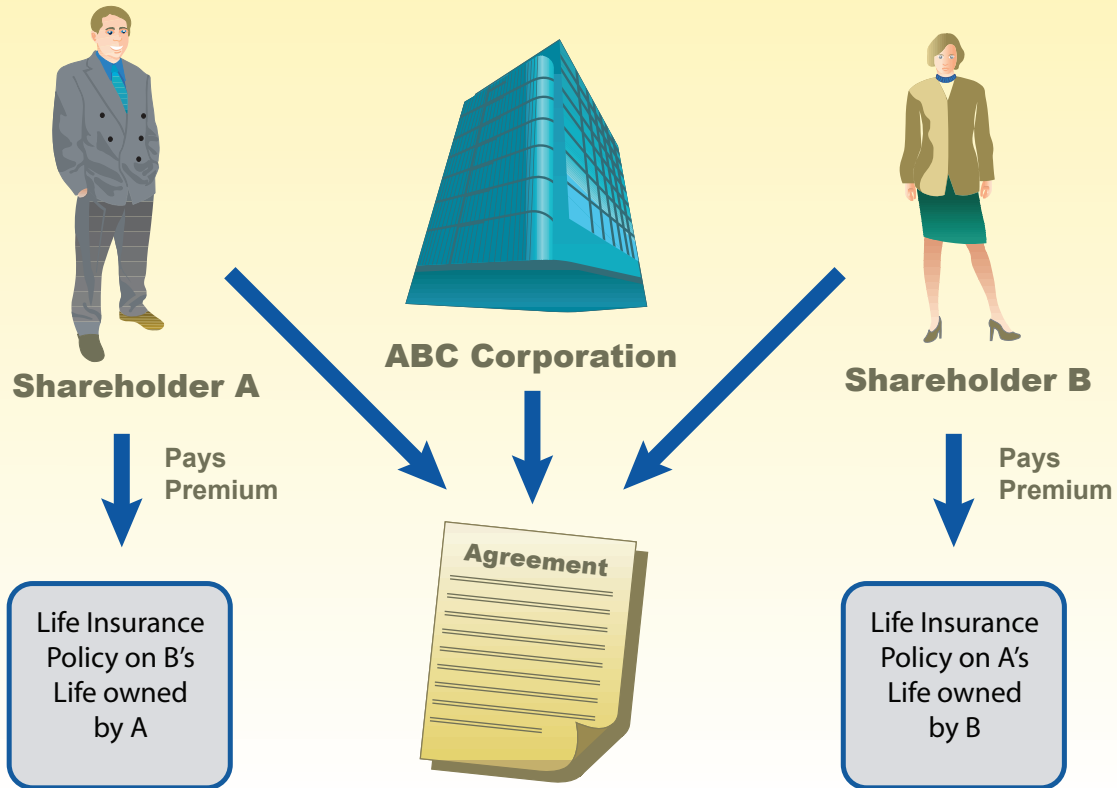


Wait and See Buy-Sell Agreement

While both Shareholder A and Shareholder B are alive:



When Shareholder A dies:

Corporation has first option to purchase stock from A's estate. (Shareholder B can lend funds to ABC Corp from death proceeds received on policy that insured Shareholder A.)

