ASSIGNMENT OF ASSETS

This agreement is made and entered into this day of , 19 , by and between (Stockholder) and a Corporation hereinafter referred to as "Corporation."

WITNESSETH:

WHEREAS, on the day of , 19 , the Corporation was formed by Articles of Incorporation filed with the Secretary of State of , and

WHEREAS, it is necessary to transfer certain assets into the Corporation in order to capitalize the Corporation; and

WHEREAS, Stockholder is desirous of of transferring to the Coporation certain assets shown on the attached Exhibit "A," and the Corporation is desirous of acquiring said assets.

NOW, THEREFORE, for and in consideraton of the mutual covenants and agreements hereinafter entered into, it is agreed as follows:

1. Stockholder does hereby transfer and assign those assets listed on the attached Exhibit "A" to the Corporation.

2. In consideration for said transfer the Corporation issues to Stockholder ( ) shares of stock in the Corporation, par value $ per share.

DATED this day of , 19 .

_____
Stockholder

By:_____
Corporation