

STATE CORPORATION COMMISSION
DIVISION OF SECURITIES AND RETAIL FRANCHISING

IMPOUNDING AGREEMENT

As a condition of the registration by qualification of the securities described hereafter:

The undersigned issuer agrees that the proceeds from the sale of such securities shall be delivered in escrow to _____ as depository until at least _____ of such securities have been sold and paid for.

The undersigned depository accepts the duties hereby imposed on it and agrees to hold said proceeds in trust until authorized in writing by the Division of Securities and Retail Franchising of the State Corporation Commission to disburse them.

If less than _____ of said securities have been sold within _____ months of the date of this agreement, the proceeds in escrow are to be returned to the subscribers who have paid for the securities.

The undersigned broker-dealers and agents of the issuer agree to remit immediately to the depository all proceeds without deduction of any fees, commissions or expenses.

In Witness Whereof, this agreement has been executed as of the _____ day of _____, _____, by the issuer, by the depository, by each broker-dealer offering the securities and by each agent of the issuer offering the securities.

ISSUER

Name of Issuer (Type or Print)

President, Other Appropriate Officer or
General Partner and Title (Type or Print)

Signature of President, Other Appropriate Officer or General Partner

DEPOSITORY

Name of Virginia Depository

Bank Officer (Type or Print) and Title

Address of Virginia Depository
(Type or Print)

Signature of Bank Officer

BROKER/AGENT

Virginia Broker-Dealer (Type or Print)

President or Other Appropriate Officer and
Title (Type or Print)

Signature of President or Other Appropriate Officer

Virginia Broker-Dealer (Type or Print)

President or Other Appropriate Officer and
Title (Type or Print)

Signature of President or Other Appropriate Officer

Agent of the Issuer (Type or Print)

Signature of Agent of the Issuer

SPECIAL INSTRUCTIONS

In order to substantiate that the terms of the impounding agreement have been complied with the following documentation together with a request for authorization to disburse funds must be submitted to the State Corporation Commission's Division of Securities and Retail Franchising. Upon receipt of Items 1 and 2 below, the written authorization to disburse funds will be processed:

1. An affidavit from the issuer (its president or other appropriate officer) that the requisite percentage of the offering has been sold and paid for.
2. An affidavit from the depository (its president or other appropriate officer) setting forth the total aggregate sum being held by the depository pursuant to the terms of the impounding agreement.