

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
DIVISION OF SECURITIES AND RETAIL FRANCHISING

ESCROW AGREEMENT

As a condition of the registration approved by the Commission's order dated _____ of securities to be issued by _____ the owners of the hereinafter-described securities hereby deliver the certificates or other evidence of said securities in escrow to _____ to hold subject to the provisions of Section 13.1-510(h) of the Code of Virginia.

The undersigned securityholders agree to deliver to the escrow agent any additional or different securities received by them as a result of a stock dividend, stock split, merger or consolidation and agree to refrain from voting any securities deposited hereinunder in favor of a merger or consolidation. The undersigned issuer agrees to the conditions set forth above and agrees to deliver such additional or different securities to the escrow agent. The undersigned depository agrees not to release from escrow any of the securities except on order of the State Corporation Commission.

by _____
President

_____ Escrow agent

by _____
Title

Signature of stockholders

Number of Shares

Certificate Nos.