

① Percentages:

David 45

Milt 5

Doug 17

Elaine 16

Sherry 16

② \$250,000 each in Salary

③ Expenses = Time + Cost
come off the top.
1 Day = \$500

④ medical coverage paid
Life insurance = 3x Salary
401K equal contribution

⑤ All expenses including
Company car, internet

⑥ Full Time work load.

- ⑦ minimum value of the company requires ~~the~~ = \$ 150,000,000.
- ⑧ Requires majority agreement to sell.
- ⑨ no dilution of stock without majority agreement.
- ⑩ Resigning or removing person requires a majority agreement. Removing from Board is not losing %.

Death means goes to heirs, with one person representing heirs

1st right refusal for selling stocks to others

⑪ Referrals accepted
by Brokerage Co wholly
owned by partnership

⑫ Time to time can
add member to Board
with unanimous
agreement.

⑬ may form JV with
other Companies and
make agreements
to license material
and share in income.

⑭ ~~Can~~ outside Advisory
type Board which may
be paid @ some point,
non stockholder.

Agreed this date 04-23-09

~~St~~
D. Baxall
C. M. ...
C. M. ...