

[NAME OF CORPORATION]  
**STOCK PURCHASE ASSISTANCE PLAN**

**SECTION 1 PURPOSE**

The purpose of the Plan is to promote the long-term interests of [NAME OF CORPORATION] (the "Company") and its shareholders by encouraging and assisting its officers and key executives to make meaningful investments in the Common Stock of the Company so that, as shareholders, their views and interests will be identified with the views and interests of the other shareholders. Meaningful stock ownership will provide officers and key executives with an additional incentive to exert their best efforts to increase the value of the Company for the benefit of all shareholders. The Plan will also strengthen the Company's ability to recruit and retain persons who have special competence to contribute to the Company's success.

**SECTION 2 DEFINITIONS**

For purposes of the Plan, the following terms are defined as set forth below:

- (a) **"Applicable Rate"** means, with respect to a Loan, the lowest rate or rates of interest which would avoid the imputation of interest under Section 7872 of the Code.
- (b) **"Annual Salary"** means, with respect to a Key Executive, that person's annual base salary in a particular fiscal year of the Company.
- (c) **"Board"** means the Board of Directors of the Company.
- (d) **"Change in Control"** means the first to occur of any one of the events described below:
  - (i) a tender offer or exchange offer is made whereby the effect of such offer is to take over and control the affairs of the Company and such offer is consummated for the ownership of securities of the Company representing twenty percent (20%) or more of the combined voting power of the Company's then outstanding voting securities;
  - (ii) the Company is merged or consolidated with another corporation and, as a result of such merger or consolidation, less than fifty percent (50%) of the outstanding voting securities of the surviving or resulting corporation shall then be owned in the aggregate by the former stockholders of the Company other than affiliates within the meaning of the Securities Exchange Act of 1934, as amended (the "Act") or any party to such merger or consolidation;
  - (iii) the Company transfers substantially all of its assets to another corporation or entity that is not a wholly-owned subsidiary of the Company;
  - (iv) any person or group (as such terms are used in Sections 139(d)(3) and 14(d)(3) of the Act) is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing twenty percent (20%) or more of the combined voting power of the Company's then outstanding securities, and the effect of such ownership is to take over and control the affairs of the Company;
  - (v) the first date after the effective date of this Plan when directors are elected such that either a majority of the Board shall have been members thereof, respectively, for less than one (1) year, unless the nomination for election of each new director who was not a director of the Company at the beginning of such 1-year period was approved by a vote

of at least fifty percent (50%) of the directors of the Company then still in office who were directors at the beginning of such 1-year period;

- (vi) any other event or series of events which, notwithstanding any other provision of this definition, is determined by the Board to constitute a change in control of the Company for purposes of this Plan.