

SUBSCRIPTION AGREEMENT FOR PRIVATE PLACEMENT OF SHARES OF STOCK

Date: _____

Issuer: [name of corporation issuing the stock]

Address: [address of issuing corporation]

This Subscription Agreement has been executed by the undersigned investor (herein referred to as the "Investor"), in connection with the private placement of units of stock (the "Units") consisting of _____ shares of Common Stock and _____ shares of Preferred Stock (the "Shares") [NAME OF ISSUING CORPORATION, a _____ [insert name of state of origin] corporation (the "Company").

The Investor hereby represents and warrants to, and agrees with, the Company as follows:

1. Agreement to Subscribe; Payment for Units

The Investor hereby subscribes for _____ Units at a price of \$_____ per Unit payable to the Company in accordance with the terms of the offering described in the Company's Confidential Private Placement Memorandum (the "Memorandum") dated _____ [insert date of memorandum], under the heading "Plan of Distribution". Enclosed herewith is the Investor's certified check in the amount of \$_____, as payment in full for the said Units. The Investor understands that the minimum subscription under the Memorandum is for ____ Unit(s), unless the Investor receives the prior written consent of the Company to subscribe for a lesser number of Unit(s).

2. Subscription Irrevocable

The Investor understands that, except as provided under any applicable state securities laws or as expressly provided herein, this Subscription Agreement may not be revoked by the Investor for a period of six (6) months from the date hereof, and that the execution and delivery of this Subscription Agreement will not constitute an agreement between the Investor and the Company until this Subscription Agreement has been accepted by the Company, and then subject to the terms and conditions set out herein.

3. Acknowledgement of Risk

THE INVESTOR UNDERSTANDS AND ACKNOWLEDGES THAT THIS INVESTMENT IN THE COMPANY IS ILLIQUID AND INVOLVES A HIGH DEGREE OF SPECULATIVE RISK.

4. Qualifications of Investor

(a) *Accredited Investor Status.* The Investor hereby represents and warrants to the Company that the Investor is an accredited investor inasmuch as the Investor is:

Please check all applicable descriptions:

____ A bank or savings and loan association, as defined in the *Securities Act*, whether acting in its individual or fiduciary capacity.

____ A broker or dealer registered pursuant to the *Securities Exchange Act of 1934*.

____ An insurance company, as defined in the *Securities Act*.

____ An investment company registered under the *Investment Company Act of 1940*.