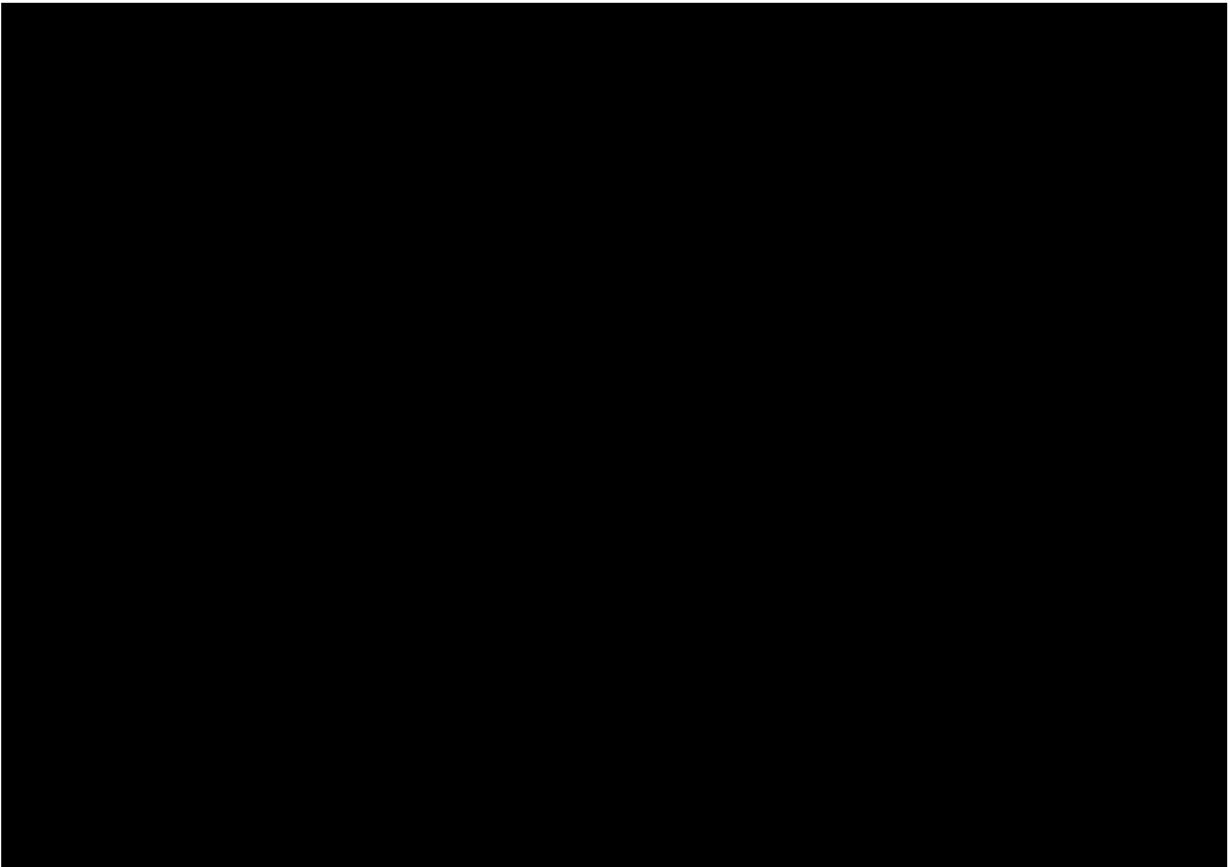


LETTER OF INTENT

This Letter of Intent to purchase is made between _____
(hereinafter referred to as "Buyer") and _____
(hereinafter referred to as "Seller") whereby the Buyer intends to purchase the
business known as _____ (hereinafter referred to as
"Business") which is owned by the company known as _____,
a ____ (state) entity, owned in full by "The Seller(s)" and located at
_____.

The Buyer is interested in this possible transaction. This document does not constitute any binding contractual agreements by any party. If agreed upon by the Seller, the Buyer will continue the pursuit of business purchase and upon completion of due diligence, this document will serve as the parameters for the drafting of a purchase agreement. Terms and conditions as follows:

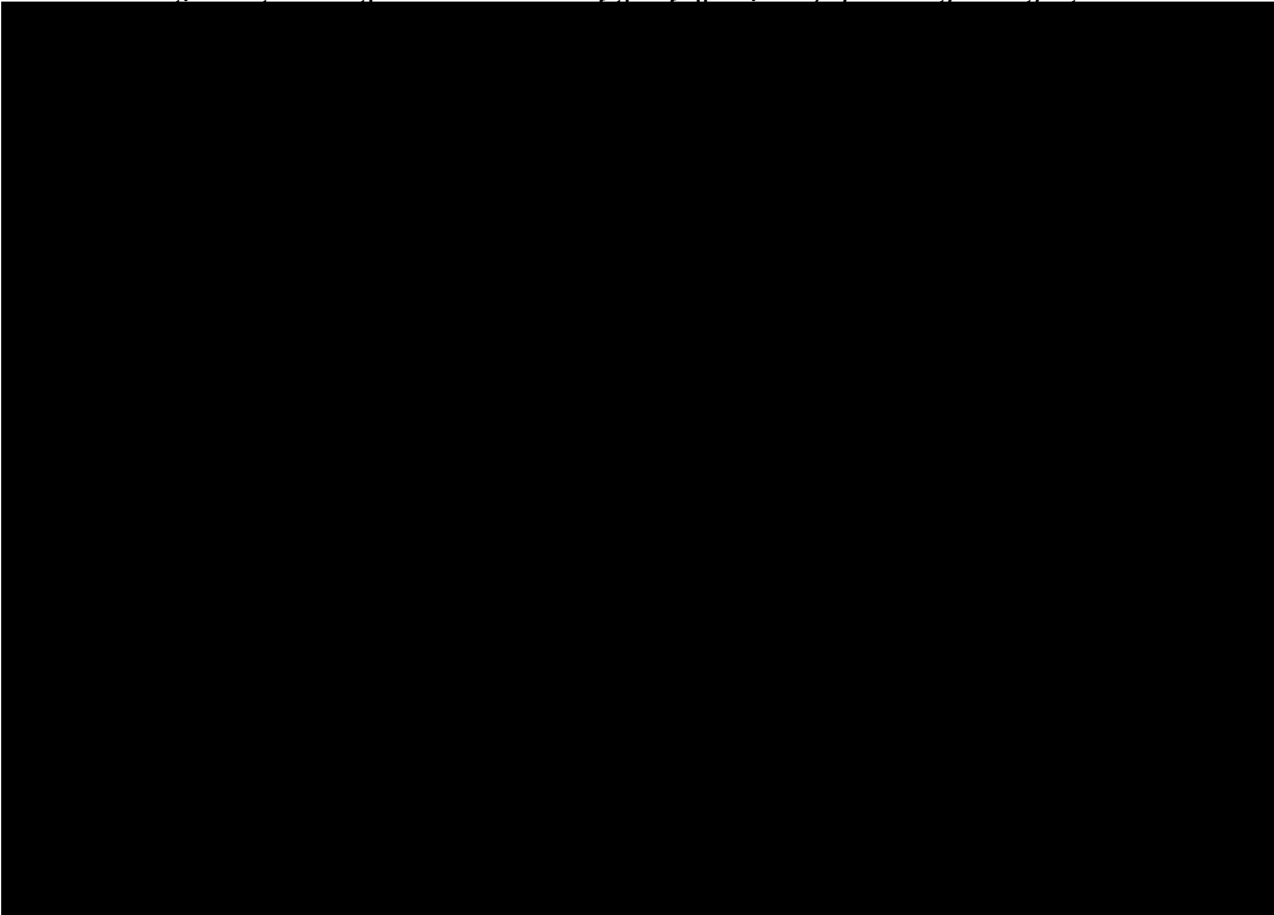
1. Form of Transaction: (Asset Purchase, Stock Purchase, Net Lease or other)
Choose one form of transaction whereas an asset purchase is the recommended small business purchase format





4. Buyer Assumed Liabilities (N/A if none):

5. Contingencies: The purchase/sale transaction shall be made expressly



- Additional
- Additional

6. Purchase Price Allocation: The allocation of the purchase price of this transaction for accounting and tax purposes will be agreed upon between the parties prior to closing.

7. Due Diligence: The Buyer shall conduct due diligence for no longer than



14. Obligations: Neither party is obligated to continue on to sign a Purchase Agreement. It can be refused for any reason at any time by either party.

Notwithstanding anything herein to the contrary, this document is to serve as a non-binding agreement regardless of any other previous written or verbal agreements in regards to the business purchase at hand.

Agreed to on this _____ day of _____, 20_____, By and Between:

Seller 1 (Please Print)

Purchaser 1 (Please Print)

Seller's Signature

Purchaser's Signature

Seller 2 Signature

Purchaser 2 Signature

Seller's Signature

Purchaser's Signature

Seller 3 Signature

Purchaser 3 Signature

Seller's Signature

Purchaser's Signature

Attorney Information

Seller's Attorney

Purchaser's Attorney

Name

Name

Address

Address

City/State/Zip

City/State/Zip

Phone

Phone

Fax

Fax