

ASSIGNMENT OF ASSETS

This agreement is made and entered into this ____ day of _____, 20__, by and between _____ (Stockholder) and _____, Inc. (Corporation).

WHEREAS, on the ____ day of _____, 20__, Corporation was formed by

Articles of Incorporation filed with the Secretary of State of _____, and

WHEREAS, it is necessary to transfer certain assets into the Corporation in order to capitalize the Corporation; and

WHEREAS, Stockholder is desirous of transferring to the Corporation certain assets

shown on the attached Exhibit "A," and the Corporation is desirous of acquiring said assets.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements

entered into, it is agreed as follows:

Stockholder does hereby transfer and assign those assets listed on the attached Exhibit "A" to Corporation.

In consideration for said transfer Corporation issues to Stockholder _____ () shares of stock in the Corporation, with a par value of \$ _____ per share.

DATED this ____ day of _____, 20 .

,Stockholder

President of Corporation