**<Company>**

January 29, 2008

Name

Address

City, State ZZiPP

Dear <Name>,

We are very pleased to inform you that the Board of Directors (the “Board”) of <Company>, a [State] corporation (the “Company”), desires to appoint you as a member of the Board (“Director”) according to the following terms, which are subject to approval by the Board.

Your appointment on the Board begins on \_\_\_\_\_\_\_ and continues through \_\_\_\_\_\_\_\_, a period of 24 months.

For services rendered, you will be granted an option to purchase shares of common stock of the Company equal to one half of one percent (0.5%) of the Company’s issued and outstanding capital stock as of the date of the grant. The exercise price per share will be determined by the Board when it grants the option. The option will vest, subject to your continued service to the Company, at the rate of one twenty-fourth (1/24) for each full month of continuous service. The option will be subject to the terms and conditions set forth in the Company’s standard form of option agreement.

In addition, you will receive $\_\_\_\_\_\_ for each [month / quarter / year] of service.

In return, you agree that you will attend Board of Directors meetings and contribute to the growth of the company, to the best of your ability.

The opportunity to complete the entire term is not guaranteed; you may be asked to step down by a vote of the Board, or you may resign at any time. In the event that your appointment ends before the term above expires, your compensation will be pro-rated to time actually served.

Your service as Director does not establish an employer-employee relationship with the Company. Subject to approval by the Board, you may be eligible to participate in share/option incentive plans of the Company in the future. You will not be entitled to any other benefits available to Company employees including, but not limited to, medical, unem­ployment, vacation and pension benefits.

We are excited that you have joined our team and look forward to working with you!

 Sincerely,

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 [COB Name]

 Chairman of the Board