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ASSIGNMENT OF ASSETS

This agreement is made and entered into this day of_____ , (year),
by and between (Stockholder) and ,_____
a Corporation in the state of _____ hereinafter referred to as "Corporation."

WITNESSETH:

WHEREAS, on the day of_____ , (y e a r), the 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 hereinafter entered into, it is agreed as follows:

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

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

DATED this day of _____, (year).

_____ _____
_____ _____
Signature and Title of Corporate Officer Name and Signature of Stockholder

Witness Stockholder
_____
By:_____
Witness Corporation

Sample Preview