

Base pay 11 K/mo

- Free reviews as std.
- CFO, EXP

Deal Participation

- \$50K < 35MM

- 5% for each 1MM

> 35MM

* Paid out on liquidation event

Goals

- Gross revenue to 600M
in 3 yrs

- Rev of 40MM

- Net of 12MM

- Giff retirement by 3/31/07

- ST ascends CEO role

[Signature] // *[Signature]*, CEO

EXHIBIT

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