

Exhibit 1
Disclosure Letter

[Date]
[NAME]
[COMPANY]
[ADDRESS]
[CITY & STATE]

Gentlemen:

We refer to the Stock Purchase Agreement (the "Agreement") to be entered into today between the undersigned individuals ("Sellers") and _____ ("Buyer") pursuant to which Sellers are to sell and Buyer is to purchase all of the issued and outstanding capital stock of _____ (the "Company") as provided in the Agreement.

This letter constitutes the Disclosure Letter referred to in Section 3 of the Agreement. The representations and warranties of Sellers in Section 3 of the Agreement are made and given subject to the disclosures in this Disclosure Letter. The disclosures in this Disclosure Letter are to be taken as relating to the representations and warranties in the section of the Agreement to which they expressly relate and to no other representation or warranty in the Agreement.

Terms defined in the Agreement are used with the same meaning in this Disclosure Letter. References to Appendices are to the Appendices to this Disclosure Letter.

By reference to Section 3 of the Agreement (using the numbering in such Section), the following matters are disclosed:

.
[describe particularly any exceptions]

Very truly yours,

Sellers

Buyer acknowledges receipt of the Disclosure Letter of which this is a duplicate (including the Appendices referred to therein). Dated: _____

BUYER:
By: _____