AGREEMENT

This agreement entered into this day of , 20\_\_ , between (hereafter referred to as ) and (hereafter referred to as ).

WHEREAS, (state the respective positions of the parties and what their interests are in regards to this contract) and

WHEREAS, (state what the intent is of the contract)

NOW THEREFORE, in consideration of the foregoing premises and the promises contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby agree as follows:

1.

10. Miscellaneous Provisions:

A. Survival: All of the terms of this Agreement shall apply to, bind, and be obligatory upon the heirs, executors and administrators, personal representatives and assigns of the parties except as otherwise provided herein.

B. Execution and Production of Documents: Each party hereto shall execute, acknowledge and deliver any and all instruments and things which may be necessary to effectuate this Agreement and its provisions.

C. Ambiguities or Mistake: This Agreement was drafted cooperatively, in consultation with the parties, and neither party shall be entitled to claim benefit of any ambiguity or alleged mistake in the drafting hereof.

D. Modification: A modification or waiver of any of the provision of this Agreement shall be effective only if made in writing and executed with the same formalities as this Agreement.

E. Waiver: The failure of either party to insist upon strict performance of any of the provisions of this Agreement shall not be construed as a waiver of any other default or breach of the same or similar nature.

F. Governing Law: This Agreement and the provisions hereof shall be construed and governed in accordance with the laws of the Commonwealth of Virginia.

G. Severability: If any provision in this Agreement is held invalid or unenforceable, all other provisions shall nevertheless continue in full force and effect.

H. Time: Time is of the essence in carrying out each and every term of this Agreement.

I. Headings: The headings provided herein shall not be construed to narrow or expand the meaning of the language set forth herein.

J. Integration: This Agreement constitutes the entire agreement of the parties and no other oral or written representations, statements or agreements made prior to the execution of this agreement shall have any force or effect.

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DATE

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 DATE