

the Third Party shall endorse over to the Second Party (or to such persons as the Second Party shall designate), the stock held in their names, consisting of all the stock issued and outstanding in the First Party, and the officers and directors (consisting of the Third Party) shall immediately resign their offices and turn over to the Second Party all corporate minutes, records, and seal of the First Party.

d) Upon the exercise of said option, the lease and agreements contained in Part "A" hereof shall terminate otherwise to be of full force and effect.

IN WITNESS WHEREOF, The First Party has caused its duly authorized officers to sign, seal with its corporate seal and deliver the within instrument, the Second and Third Party to sign, seal and deliver the within instrument the day and year first above written.

As to Nancy's Baby Studio, Inc.

Nancy's Baby Studio, Inc.

Henry R. Stephenson
Schafer B. Kindick

By: C. Raymond Morgan Pres.
and C. Raymond Morgan Sec.

As to Second Party

Henry R. Stephenson
Schafer B. Kindick

W. H. Russell (LS)
Second Party

As to Third Party

Henry R. Stephenson
Schafer B. Kindick

Ethel M. Morgan (LS)
Edgar M. Norris (LS)
C. Raymond Morgan (LS)
Third Party