



GUARDIAN

Amtech Audiotext, Inc. Cash & Deferred Profit Sharing Plan Plan Highlights

Eligibility Requirements

All employees who have completed three months of service and who are 21 years or older may join the Plan. All employees employed on September 15, 2000 will be eligible for the Plan.

Entry Date

You may enter the Plan on January 1, April 1, July 1, October 1 once you have satisfied the eligibility requirements.

Employee Salary Deferral Contributions

You may contribute from 1% to 15% of your pay each pay period. Your taxable income is reduced by the amount you save. This reduces your current federal, and in most cases, state income taxes. Your total salary deferral in 2000 may not be more than \$10,500. You may change your salary deferral savings amount quarterly. You may stop your contributions at any time.

Company Contributions

Amtech Audiotext, Inc. Cash & Deferred Profit Sharing Plan may make a year-end discretionary profit sharing contribution.

Vesting

You are always 100% vested in your contributions. You are vested in any company contributions based on years of service from your date of hire as stated below:

1 year:	0%
2 years:	20%
3 years:	40%
4 years:	60%
5 years:	80%
6 years:	100%

Investment Options

You may invest in any or all of the investment options available in the Plan.

Investment Changes

You may change your investment elections daily. You may transfer among the variable investment options on a daily basis.

Withdrawals

You may receive money from your account for the following events:

- Retirement - Age 65
- Death
- Disability
- Termination of employment - If the distribution is not directly rolled over to another qualified retirement plan or IRA, the IRS requires 20% federal tax withholding and a 10% IRS penalty may apply to the total distribution if you are under age 59 1/2.

Rollover Authorization Guardian Group Pensions Service Center

Plan Name: _____ Contract # _____

Participant Name _____

Participant Social Security Number: _____

Rollover Information

Amount of check: \$ _____ For Benefit of: _____

Received from: _____

Date check was received at Guardian Group Pensions: _____
(Group Pensions Service Center to complete this field)

Account Election
(This election applied only to this rollover contribution)

Default to current investments

Allocate *this deposit only* as follows:

<input type="checkbox"/> Guardian Park Avenue Fund	<input type="checkbox"/> Fidelity Advisor High Yield Bond Fund
<input type="checkbox"/> Guardian Investment Quality Bond Fund	<input type="checkbox"/> Fidelity Advisor Equity Income Fund
<input type="checkbox"/> Guardian Asset Allocation Fund	<input type="checkbox"/> Fidelity Advisor Growth Opportunities Fund
<input type="checkbox"/> Guardian Cash Management Fund	<input type="checkbox"/> AIM Constellation Fund
<input type="checkbox"/> Guardian Baillie Gifford International Fund	<input type="checkbox"/> AIM Value Fund
<input type="checkbox"/> Guardian Park Avenue Small Cap Fund	<input type="checkbox"/> American Century Ultra Investors Fund
<input type="checkbox"/> Guardian Baillie Gifford Emerging Markets Fund	<input type="checkbox"/> American Century International Growth Fund
<input type="checkbox"/> Guardian High Yield Bond Fund	<input type="checkbox"/> American Century Value Fund
<input type="checkbox"/> Fixed Rate Investment Option	<input type="checkbox"/> Am. Century Strategic Allocation: Conservative
<input type="checkbox"/> Janus Balanced Fund	<input type="checkbox"/> Am. Century Strategic Allocation: Moderate
<input type="checkbox"/> Janus Worldwide Fund	<input type="checkbox"/> Am. Century Strategic Allocation: Aggressive
<input type="checkbox"/> MFS Massachusetts Investors Trust Fund	<input type="checkbox"/> Dreyfus S & P 500 Index Fund
<input type="checkbox"/> MFS Massachusetts Investors Growth Stock Fund	<input type="checkbox"/> Dreyfus Appreciation Fund, Inc.
<input type="checkbox"/> MFS Massachusetts Government Securities Fund	<input type="checkbox"/> Dreyfus A Bonds Plus, Inc.

Show the percentage of employee rollover contribution you want invested in each account. The column must total 100%. And all numbers must be whole numbers (ex. 33%, not 33-1/3%).

Plan Sponsor Information

The assets rolled over into this plan are the result of a distribution from a qualified plan under Code Section 401(a) of the Internal Revenue Code. I acknowledge that rollover money from a qualified plan cannot include after-tax contributions.

Base on this information, _____ declares this rollover contribution acceptable according to the plan provisions and directs The Guardian Insurance & Annuity Co., Inc. to accept the enclosed amount of \$ _____ as a rollover contribution.

Authorized Representative/Trustee Signature _____ Date _____

The Guardian Insurance & Annuity Company, Inc.
Group Pensions Customer Service Center
1-800-847-4015
Fax: 1-610-307-5900

Regular Mail: P. O. Box 26280, Lehigh Valley, PA 18002-6280
Overnight Packages:
1560 Valley Center Parkway, Ste. 100, Bethlehem, PA 18017-2289

MB ESCROW INC

9454 Wilshire Blvd. #901, Beverly Hills, CA 902
(310)273-7106 Fax: (310)275-49

January 24, 2000
Mary Bension,
Escrow Officer
Escrow No. 200081-MB

GENERAL - ADDITIONAL INSTRUCTIONS


Property Address: 2015 Mount Olympus Drive, Los Angeles, CA

THE ABOVE NUMBERED ESCROW IS HEREBY AMENDED AND/OR SUPPLEMENTED AS FOLLOWS:

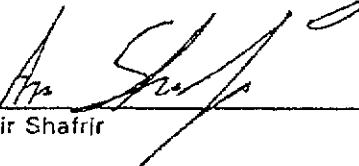
Escrow holder is authorized and instructed to record a Quit Claim Deed prepared by an outside party in favor of Sari Shafir concurrently with the Grant Deed at the close of escrow. The Grantor herein, Ami Shafir, further authorizes the recording of the Deed with no consideration due. Escrow holders only responsibility shall be to authorize the title company to record the Quit Claim Deed and Buyer and Seller agree to hold escrow holder harmless from any liability or responsibility in connection with said Deed.

ALL OTHER TERMS AND CONDITIONS TO REMAIN THE SAME.

SELLERS:



Sari Shafir



Amir Shafir

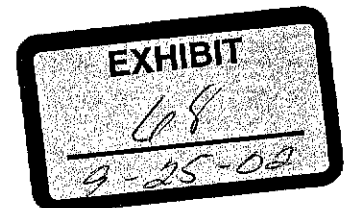


EXHIBIT G-